



**MANAGEMENT DISCUSSION AND ANALYSIS
2023**

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CORPORATE PROFILE

Quebecor Inc. is one of Canada's largest telecommunications and media groups. It operates in the following business segments: Telecommunications, Media, and Sports and Entertainment. Unless the context otherwise requires, in this Management Discussion and Analysis, "Quebecor" and the "Corporation" refer to Quebecor Inc.

A Canadian leader in telecommunications and media, Quebecor is expanding its geographic footprint in the Canadian mobile telephony market through a strategy focused on increasing competition, and is pursuing a convergence strategy to leverage the value of its content for the benefit of its various properties and multiple distribution platforms.

The Corporation is engaged in the following lines of business: mobile and wireline telecommunications; Internet access; television; over-the-top ("OTT") video; business telecommunications solutions; broadcasting; soundstage and equipment rental; audiovisual content production and distribution; newspaper publishing and distribution; digital news and entertainment platforms; book and magazine publishing and distribution; music production; out-of-home advertising; operation and management of a world-class arena and entertainment venues; ownership and management of a Quebec Maritimes Junior Hockey League ("QMJHL") team; concert production, and management and promotion of sporting and cultural events. Through its Videotron Ltd. ("Videotron") subsidiary, Quebecor is a leading mobile and wireline communications provider. Through its Media segment and its Sports and Entertainment segment, Quebecor also holds leading positions in the creation, promotion and distribution of entertainment and news, and related Internet services, that are designed to appeal to audiences in every demographic category.

All amounts are stated in Canadian dollars ("CAN") unless otherwise indicated.

The Corporation's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

The Corporation uses financial measures not standardized under IFRS, such as adjusted EBITDA, adjusted income from operating activities, adjusted cash flows from operations, free cash flows from operating activities and consolidated net debt leverage ratio, and key performance indicators, such as revenue-generating unit ("RGU") and average monthly revenue per unit ("ARPU"). Beginning in the first quarter of 2023, the Corporation has elected to exclude subscriptions to OTT video services and customers of third-party Internet access ("TPIA") providers from its RGUs, as they are not highly representative for the purpose of assessing the Corporation's performance. Definitions of the non-IFRS measures and key performance indicators used by the Corporation are provided in the "Non-IFRS financial measures" and "Key performance indicators" sections below.

HIGHLIGHTS

2023 financial year

Revenues: \$5.43 billion, a \$902.4 million (19.9%) increase due to the acquisition of Freedom Mobile Inc. ("Freedom"), growth in Videotron's mobile services and equipment and in its Internet services, and higher revenues in the Sports and Entertainment segment.

Adjusted EBITDA:¹ \$2.24 billion, a \$303.3 million (15.7%) increase due mainly to the impact of the Freedom acquisition as well as the increased profitability of Videotron's other activities.

Net income attributable to shareholders: \$650.5 million (\$2.82 per basic share), an increase of \$50.8 million (\$0.27 per basic share) or 8.5%.

Adjusted income from operating activities:¹ \$688.1 million (\$2.98 per basic share), an increase of \$63.3 million (\$0.32 per basic share) or 10.1%.

Adjusted cash flows from operations:¹ \$1.68 billion, a \$239.8 million (16.7%) increase, including the contribution of the Freedom acquisition and Videotron's other activities.

Cash flows provided by operating activities: \$1.46 billion, a \$199.5 million (15.8%) increase.

Fourth quarter 2023

Revenues: \$1.50 billion, a \$319.8 million (27.0%) increase due to the impact of the Freedom acquisition and growth in Videotron's mobile services and equipment.

Adjusted EBITDA: \$565.4 million, an \$82.4 million (17.1%) increase due primarily to Freedom's contribution.

Net income attributable to shareholders: \$146.2 million (\$0.63 per basic share), an increase of \$3.7 million (\$0.01 per basic share).

Adjusted income from operating activities: \$167.5 million (\$0.73 per basic share), an increase of \$8.1 million (\$0.04 per basic share) or 5.1%.

Adjusted cash flows from operations: \$395.7 million, a \$36.3 million (10.1%) increase due primarily to the contribution of the Freedom acquisition.

Cash flows provided by operating activities: \$335.7 million, a \$10.2 million (3.1%) increase.

¹ See "Non-IFRS financial measures."

Table 1
Consolidated summary of income, cash flows and balance sheet
(in millions of Canadian dollars, except per basic share data)

| | Years ended December 31 | | | Three months ended December 31 | |
|---|----------------------------|------------|------------|-----------------------------------|----------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Income | | | | | |
| Revenues: | | | | | |
| Telecommunications | \$ 4,654.0 | \$ 3,718.2 | \$ 3,735.0 | \$ 1,297.7 | \$ 960.0 |
| Media | 721.9 | 755.4 | 776.0 | 204.8 | 215.4 |
| Sports and Entertainment | 213.4 | 190.6 | 167.0 | 56.4 | 54.1 |
| Inter-segment | (155.0) | (132.3) | (123.6) | (54.1) | (44.5) |
| | 5,434.3 | 4,531.9 | 4,554.4 | 1,504.8 | 1,185.0 |
| Adjusted EBITDA (negative adjusted EBITDA): | | | | | |
| Telecommunications | 2,230.3 | 1,912.9 | 1,875.7 | 559.0 | 475.9 |
| Media | 7.7 | 25.0 | 83.4 | 13.6 | 14.8 |
| Sports and Entertainment | 23.0 | 19.4 | 20.4 | 2.2 | 2.6 |
| Head Office | (23.2) | (22.8) | (6.3) | (9.4) | (10.3) |
| | 2,237.8 | 1,934.5 | 1,973.2 | 565.4 | 483.0 |
| Depreciation and amortization | (909.0) | (767.7) | (783.8) | (231.1) | (189.9) |
| Financial expenses | (408.4) | (323.0) | (333.4) | (107.0) | (79.4) |
| (Loss) gain on valuation and translation of financial instruments | (5.0) | (19.2) | 14.4 | (8.7) | (16.5) |
| Restructuring, acquisition costs and other | (52.4) | (14.5) | (4.1) | (23.5) | (5.2) |
| Loss on debt refinancing | – | – | (80.9) | – | – |
| Income taxes | (227.9) | (213.4) | (197.0) | (53.9) | (49.5) |
| Net income | \$ 635.1 | \$ 596.7 | \$ 588.4 | \$ 141.2 | \$ 142.5 |
| Net income attributable to shareholders | \$ 650.5 | \$ 599.7 | \$ 578.4 | \$ 146.2 | \$ 142.5 |
| Adjusted income from operating activities | 688.1 | 624.8 | 621.9 | 167.5 | 159.4 |
| Per basic share: | | | | | |
| Net income attributable to shareholders | 2.82 | 2.55 | 2.38 | 0.63 | 0.62 |
| Adjusted income from operating activities | 2.98 | 2.66 | 2.55 | 0.73 | 0.69 |

Table 1 (continued)

| | Years ended December 31 | | | Three months ended December 31 | |
|---|----------------------------|----------|----------|-----------------------------------|----------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Additions to property, plant and equipment and to intangible assets: | | | | | |
| Telecommunications | \$ 536.7 | \$ 457.1 | \$ 537.1 | \$ 160.4 | \$ 115.7 |
| Media | 12.9 | 32.0 | 44.9 | 6.2 | 6.2 |
| Sports and Entertainment | 7.7 | 3.9 | 4.3 | 2.9 | 1.3 |
| Head Office | 1.1 | 1.9 | 4.8 | 0.2 | 0.4 |
| | 558.4 | 494.9 | 591.1 | 169.7 | 123.6 |
| Acquisition of spectrum licences | 9.9 | – | 830.0 | – | – |
| Cash flows: | | | | | |
| Adjusted cash flows from operations: | | | | | |
| Telecommunications | 1,693.6 | 1,455.8 | 1,338.6 | 398.6 | 360.2 |
| Media | (5.2) | (7.0) | 38.5 | 7.4 | 8.6 |
| Sports and Entertainment | 15.3 | 15.5 | 16.1 | (0.7) | 1.3 |
| Head Office | (24.3) | (24.7) | (11.1) | (9.6) | (10.7) |
| | 1,679.4 | 1,439.6 | 1,382.1 | 395.7 | 359.4 |
| Free cash flows from operating activities ¹ | 910.5 | 783.2 | 572.3 | 184.4 | 223.6 |
| Cash flows provided by operating activities | 1,462.2 | 1,262.7 | 1,182.6 | 335.7 | 325.5 |
| Dividends declared | 277.1 | 282.1 | 267.6 | 69.3 | 69.4 |
| Dividends declared per basic share | 1.20 | 1.20 | 1.10 | 0.30 | 0.30 |
| Balance sheet: | | | | | |
| Cash and cash equivalents | \$ 11.1 | \$ 6.6 | \$ 64.7 | | |
| Working capital | (1,125.6) | (724.7) | 50.4 | | |
| Net assets related to derivative financial instruments | 110.8 | 520.3 | 382.3 | | |
| Total assets | 12,741.3 | 10,625.3 | 10,763.0 | | |
| Total long-term debt (including current portion) | 7,668.2 | 6,517.7 | 6,554.0 | | |
| Lease liabilities (current and long term) | 376.2 | 186.2 | 183.2 | | |
| Convertible debentures, including embedded derivatives | 165.5 | 160.0 | 141.6 | | |
| Equity attributable to shareholders | 1,726.9 | 1,357.3 | 1,255.6 | | |
| Equity | 1,837.7 | 1,483.5 | 1,378.8 | | |
| Consolidated net debt leverage ratio¹ | 3.39x | 3.20x | 3.19x | | |

¹ See "Non-IFRS financial measures."

Telecommunications

- As a result of the acquisition of Freedom in April 2023 and growth in its other activities, the Telecommunications segment increased its revenues by \$935.8 million (25.2%) and its adjusted EBITDA by \$317.4 million (16.6%) in 2023.
- In 2023, the Telecommunications segment increased its revenues from mobile services and equipment (by \$931.7 million or 84.5%) due to the impact of the Freedom acquisition and growth at Videotron, as well as its revenues from Internet access (\$45.7 million or 3.7%).
- The acquisition of Freedom on April 3, 2023 was significantly accretive to the Telecommunications segment's RGUs,¹ immediately adding 1,824,400 subscriber connections to the mobile telephony service and 20,000 subscriptions to the Internet access service. Organic growth added 138,000 RGUs (2.5%) in 2023, including 230,100 subscriber connections (13.5%) in mobile telephony and 24,900 Internet access subscriptions (1.5%).
- On January 25, 2024, Videotron and its Fizz brand hit a double when Léger released its 2024 WOW Index. The study found that, among telecom retailers, Videotron offered the best in-store experience in Québec while Fizz ranked first in Canada for online experience for the fifth year in a row. Videotron garnered a number of other distinctions in 2023. In a Léger poll conducted between August 1 and 7, 2023, respondents rated Videotron as the telecom with the best customer service in Québec in 2023. Videotron was picked by almost twice as many respondents as its nearest rival, underscoring the superiority of its service. Léger's 2023 Reputation survey, released on April 5, 2023, ranked Videotron as the most respected telecommunications company in Québec for the 17th time since 2006. These honours testify to Videotron's special relationship with Quebecers.
- On November 30, 2023, Quebecor announced an investment of \$298.9 million in the acquisition by Videotron of 305 blocks of spectrum in the 3800 MHz band across Canada, in the latest spectrum auction held by Innovation, Science and Economic Development Canada ("ISED Canada"). Approximately 61% of these 305 blocks of spectrum are located outside Québec, mainly in southern Ontario, Alberta and British Columbia. On January 26, 2023, Quebecor also announced a \$9.9 million investment by Videotron in the acquisition of spectrum licences in the 600 MHz band in Manitoba and in the 3500 MHz band in Québec.
- On October 12, 2023, Quebecor announced the launch of its Mobile Virtual Network Operator ("MVNO") service and the gradual expansion of the service territory of its Videotron, Fizz and Freedom brands in Canada, enabling them to offer their services to millions more Canadian consumers.
- On April 3, 2023, Videotron acquired all the issued shares of Freedom from Shaw Communications Inc. ("Shaw"). Videotron paid \$2.07 billion in cash, net of cash acquired of \$103.2 million. As part of the transaction, Videotron assumed certain liabilities, mainly lease obligations. The consideration paid is subject to certain post-closing adjustments. Videotron's acquisition of Freedom includes the Freedom Mobile brand's entire wireless and Internet customer base, as well as its owned infrastructure, spectrum and retail outlets. It also includes a long-term undertaking by Shaw and Rogers Communications Inc. ("Rogers") to provide Videotron with transport services (including backhaul and backbone), roaming services and wholesale Internet services. Videotron has also made certain commercial commitments to the Minister of Innovation, Science and Industry. Through the acquisition of Freedom, Videotron has entered the British Columbia and Alberta telecommunications markets and strengthened its position in the Ontario market.

Media

- Following the announcement on November 2, 2023 of major changes to its organizational structure, against the backdrop of a global crisis in media industries, TVA Group launched a reorganization plan that will refocus its mission on broadcasting, restructure its news division and optimize its real estate assets. The plan, which is designed to reduce operating costs, will result in a workforce reduction of 547 employees.

Sports and Entertainment

- The Sports and Entertainment segment grew its revenues by \$22.8 million (12.0%) and its adjusted EBITDA by \$3.6 million (18.6%) in 2023.

¹ See "Non-IFRS financial measures."

Investing and financing operations

- On February 21, 2024, the Board of Directors of Quebecor declared a quarterly dividend of \$0.325 per share on its Class A Multiple Voting Shares (“Class A Shares”) and Class B Subordinate Voting Shares (“Class B Shares”).
- On June 28, 2023, TVA Group Inc. (“TVA Group”) terminated its secured revolving credit facility in the amount of \$75.0 million.
- On April 3, 2023, Videotron entered into a new \$2.10 billion secured term credit facility with a syndicate of financial institutions to finance the acquisition of Freedom. The term credit facility consists of three tranches of equal size maturing in October 2024, April 2026 and April 2027, bearing interest at Bankers’ acceptance rate, Secured Overnight Financing Rate (“SOFR”), Canadian prime rate or U.S. prime rate, plus a premium determined by Videotron’s leverage ratio. On April 10, 2023, Videotron entered into a floating-to-fixed interest rate swap agreement in connection with the \$700.0 million tranche maturing in April 2027, fixing the interest rate at 5.203% based on Videotron’s leverage ratio at that time. The swap became effective on May 4, 2023 and matures on April 3, 2027.
- On January 17, 2023, Quebecor Media Inc. (“Quebecor Media”) redeemed at maturity its Senior Notes in aggregate principal amount of US\$850.0 million, bearing interest at 5.75%, and unwound the related hedging contracts for a total cash consideration of \$830.9 million. Drawings from the Videotron secured revolving credit facility were used to finance this redemption.
- On January 13, 2023, Videotron’s secured revolving credit facility was amended to increase it from \$1.50 billion to \$2.00 billion. Certain terms and conditions of this credit facility were also amended.

TREND INFORMATION

Competition continues to intensify in the mobile and wireline telephony, Internet access, television and OTT markets. Due to ongoing technological developments, the distinction between those platforms is fading rapidly and the Corporation expects increasing competition from non-traditional businesses across its key business segments. There is also competition from wholesale Internet resellers, which purchase wholesale Internet access services from large companies in order to offer their own retail services. Thus, the subscriber growth recorded in the Telecommunications sector in past years is not necessarily representative of future growth.

Through the acquisition of Freedom, Videotron has entered the British Columbia and Alberta telecommunications markets and strengthened its position in the Ontario market. This expansion of Videotron's wireless business outside of its traditional Québec footprint has increased its geographic diversification, with approximately 45% of mobile subscribers in Québec, 40% in Ontario and 15% in Western Canada after the transaction.

The number of Canadians reached by Videotron's mobile network also increased from 7.5 million (or 20% of the Canadian population) to more than 26 million (or 70% of the Canadian population), thereby significantly increasing its addressable market. In addition, entering new markets as an MVNO will enable Videotron to further expand its reach and offer its competitive services to even more potential users.

In the markets that are now accessible to Videotron, three well-established mobile carriers offering a full range of telecommunication services over national wireline and wireless networks have a strong presence. These wireless carriers, including two incumbent local exchange carriers ("ILECs") and one broadcast distribution undertaking ("BDU"), have long business histories, a large portfolio of spectrum licenses and considerable operational and financial resources. Videotron's acquisition of Freedom creates a more competitive mobile telephony environment in the markets where Freedom operates. Since the closing of the Freedom acquisition, significant enhancements have been made to Freedom's offering, plans and network to improve the customer experience. These enhancements include the introduction of 5G services, seamless handoff and nationwide free roaming. Videotron intends to bring further improvements to the Freedom offering by, among other things, introducing attractive multi-service bundles and improving the online experience for users.

The Corporation anticipates that significant and recurring investments and costs will be required in the new Canadian markets in order to, among other things, potentially acquire new spectrum licenses for the deployment of the latest technologies, expand and maintain the newly acquired mobile networks, support the launch and penetration of new services, attract and retain customers, including commercial efforts and marketing campaigns, and compete effectively with the national wireless carriers and other current or potential competitors in these markets.

Moreover, the Telecommunications segment as a whole has in the past required substantial capital for the upgrade, expansion and maintenance of its mobile and wireline networks and the launch and expansion of new or additional services to support growth in its customer base and demand for increased bandwidth capacity and other services. The Corporation expects that additional capital expenditures will be required in the short and medium terms to expand and maintain the Telecommunications segment's systems and services, including expenditures relating to the cost of its mobile services infrastructure, maintenance and enhancement, as well as costs relating to the roll-out of LTE-Advanced (LTE-A) and 5G technologies. In addition, the demand for wireless data services has been growing constantly and is projected to continue to grow. The anticipated levels of data traffic will represent an increasing challenge to the current mobile network's ability to support this traffic. The Corporation will have to acquire additional spectrum in the future to meet the growing demand.

Some of Quebecor Media's lines of business are cyclical in nature. They are dependent on advertising and, particularly in the newspaper and magazine businesses, on circulation sales. Operating results are therefore sensitive to prevailing economic conditions. Film production and audiovisual services, and production and distribution are also affected by the production services needs of international and local producers, and by demand for content from global broadcasters.

The Media industry has been experiencing fundamental and permanent structural changes. Generalized audience fragmentation has prompted many advertisers to review their media placement strategies and to turn a significant part of their advertising budgets over to international competitors operating solely in digital media. In the broadcasting industry, audiences are increasingly fragmented as viewing habits have shifted toward Internet-based content delivery platforms that allow users greater control over content and timing, such as OTT video services. The Corporation's Media segment has taken steps in order to maintain its leadership position and offer audiences and advertisers alike the best available content, when they want it and on the media platform they want.

Moreover, newspaper and magazine circulation as measured by copies sold has been declining over the past several years. The traditional run of press advertising for major multimarket retailers has been declining due to a shift in marketing strategy toward other media and to retail industry consolidation. To respond to such competition, the Media segment's operations have developed their Internet presence through branded websites, including specialized websites.

The Sports and Entertainment segment has made significant investments in its efforts to develop the business. The Corporation expects that additional capital expenditures and other investments will be required in order to expand the Sports and Entertainment segment.

In the books and music businesses, digital technology has disrupted buying and consuming habits, particularly with the emergence of vehicles such as music streaming and ebooks, which compete with conventional formats.

INTEREST IN SUBSIDIARIES

As of December 31, 2023, Quebecor held all the shares of Quebecor Media.

Table 2 shows Quebecor Media’s equity interest in its main subsidiaries at December 31, 2023.

Table 2
Quebecor Media’s interest (direct and indirect) in its main subsidiaries
As of December 31, 2023

| | Percentage of vote | Percentage of equity |
|---------------------|---------------------------|-----------------------------|
| Videotron Ltd. | 100.0% | 100.0% |
| TVA Group Inc. | 99.9% | 68.4% |
| MediaQMI Inc. | 100.0% | 100.0% |
| QMI Spectacles Inc. | 100.0% | 100.0% |
| Sogides Group Inc. | 100.0% | 100.0% |
| CEC Publishing Inc. | 100.0% | 100.0% |

Quebecor’s interest in Quebecor Media and Quebecor Media’s interest in its major subsidiaries has not varied over the past three years.

2023/2022 FINANCIAL YEAR COMPARISON

Analysis of consolidated results of operations and cash flows of Quebecor

Revenues: \$5.43 billion, a \$902.4 million (19.9%) increase.

- Revenues increased in Telecommunications (\$935.8 million or 25.2% of segment revenues), due to the impact of the Freedom acquisition and growth in mobile services and equipment and Internet access services, and in Sports and Entertainment (\$22.8 million or 12.0%).
- Revenues decreased in Media (\$33.5 million or -4.4%).

Adjusted EBITDA: \$2.24 billion, a \$303.3 million (15.7%) increase.

- Adjusted EBITDA increased in Telecommunications (\$317.4 million or 16.6% of segment adjusted EBITDA), due primarily to Freedom's contribution and also to the increased profitability of Videotron's other activities, and in Sports and Entertainment (\$3.6 million or 18.6%).
- Adjusted EBITDA decreased in Media (\$17.3 million).
- The change in the fair value of Quebecor stock options and stock-price-based share units resulted in a \$2.8 million unfavourable variance in the Corporation's stock-based compensation charge in 2023 compared with 2022.

Net income attributable to shareholders: \$650.5 million (\$2.82 per basic share) in 2023, compared with \$599.7 million (\$2.55 per basic share) in 2022, an increase of \$50.8 million (\$0.27 per basic share) or 8.5%.

- The favourable variances were:
 - \$303.3 million increase in adjusted EBITDA;
 - \$14.2 million favourable variance in gains and losses on valuation and translation of financial instruments, including \$13.0 million without any tax consequences;
 - \$12.4 million favourable variance in non-controlling interest.
- The unfavourable variances were:
 - \$141.3 million increase in the depreciation and amortization charge;
 - \$85.4 million increase related to financial expenses;
 - \$37.9 million unfavourable variance in the charge for restructuring, acquisition costs and other;
 - \$14.5 million increase in the income tax expense.

Adjusted income from operating activities: \$688.1 million (\$2.98 per basic share) in 2023, compared with \$624.8 million (\$2.66 per basic share) in 2022, an increase of \$63.3 million (\$0.32 per basic share) or 10.1%.

Adjusted cash flows from operations: \$1.68 billion, a \$239.8 million (16.7%) increase due primarily to the \$303.3 million increase in adjusted EBITDA, partially offset by a \$67.8 million increase in additions to intangible assets.

Cash flows provided by operating activities: \$1.46 billion, a \$199.5 million (15.8%) increase due primarily to the increase in adjusted EBITDA and the decrease in current income taxes, partially offset by the increase in the cash portion of financial expenses, the unfavourable net change in non-cash balances related to operating activities, and the unfavourable variance in the cash portion of restructuring, acquisition costs and other.

Depreciation and amortization charge: \$909.0 million, a \$141.3 million increase due primarily to the impact of the Freedom acquisition.

Financial expenses: \$408.4 million, an \$85.4 million increase due primarily to higher average indebtedness, including the impact of the financing of the Freedom acquisition, and also to the impact of higher average interest on long-term debt.

Loss on valuation and translation of financial instruments: \$5.0 million, a \$14.2 million favourable variance mainly due to a \$13.0 million favourable variance, without any tax consequences, in losses on embedded derivatives related to convertible debentures.

Charge for restructuring, acquisition costs and other: \$52.4 million, a \$37.9 million unfavourable variance.

A \$30.0 million charge was recognized in 2023 in connection with cost-reduction initiatives in the Corporation's various segments (\$5.0 million in 2022), including restructuring in the Media segment in 2023 to reduce its workforce by 547 positions. An asset impairment charge of \$8.5 million was also recorded in 2023, essentially in the Media segment (\$3.7 million in 2022). Other net charges in the amount of \$13.9 million, including acquisition costs related to the Freedom transaction, were also recognized in 2023 (\$5.8 million in 2022).

Income tax expense: \$227.9 million in 2023 (effective tax rate of 26.4%), compared with \$213.4 million in 2022 (effective tax rate of 26.0%), a \$14.5 million unfavourable variance caused essentially by the impact of the increase in taxable income. The effective tax rate is calculated considering only taxable and deductible items.

Segmented analysis

Telecommunications

In Quebecor's Telecommunications segment, Videotron is the fourth-largest mobile carrier in Canada by mobile RGUs and the largest cable operator in Québec by wireline RGUs. Videotron offers advanced mobile telephony services in Canada, including high-speed Internet access. Via its cable network, Videotron also offers Internet access services; digital television distribution services, including video-on-demand ("VoD"), pay-per-view and pay TV; wireline telephony services; and OTT video services. As well, Videotron includes Videotron Business, a full-service business telecommunications provider that offers mobile and wireline telephony, high-speed data transmission, Internet access and television services. Videotron offers Helix, a technology platform that has revolutionized entertainment and home management with features including voice remote and ultra-intelligent Wi-Fi, all tailored to customer needs and preferences.

On April 3, 2023, Videotron acquired all the issued shares of Freedom from Shaw. The acquisition included the Freedom Mobile brand's entire wireless and Internet customer base, as well as its owned infrastructure, spectrum and retail outlets. Through the acquisition of Freedom, Videotron has entered the British Columbia and Alberta telecommunications markets and strengthened its position in the Ontario market.

2023 operating results

Revenues: \$4.65 billion in 2023, a \$935.8 million (25.2%) increase.

- Revenues from mobile telephony services increased \$640.4 million (82.1%) to \$1.42 billion essentially because of an increase in the number of subscriber connections due to the impact of the Freedom acquisition and organic growth at both Videotron and Freedom, partially offset by lower average per-connection revenues.
- Revenues from Internet access services increased \$45.7 million (3.7%) to \$1.28 billion, due primarily to subscriber base growth, including the increase in the Fizz brand's customer base and the impact of the acquisition of VMedia Inc. ("VMedia") in July 2022, and higher average per-customer revenue.
- Revenues from television services increased \$3.4 million (0.4%) to \$802.6 million, mainly because of higher average per-customer revenue, partially offset by the decrease in the number of customers.
- Revenues from wireline telephony services decreased \$14.2 million (-4.9%) to \$278.3 million, mainly because of the impact of the net decrease in subscriber connections, partially offset by higher average per-connection revenues.
- Revenues from mobile equipment sales to customers increased \$291.3 million (90.4%) to \$613.5 million, mainly because of the impact of the Freedom acquisition as well as higher prices and increases in the number of mobile devices sold.
- Revenues from wireline equipment sales to customers decreased \$22.1 million (-24.0%) to \$70.1 million, mainly because of lower volume of equipment sales related to the Helix platform and lower prices.
- Other revenues decreased \$8.7 million (-4.5%) to \$185.0 million.

ARPU:¹ The Telecommunications segment's total ARPU was \$45.30 in 2023, compared with \$47.21 in 2022, a \$1.91 (-4.0%) decrease. Mobile ARPU was \$37.44 in 2023 compared with \$39.16 in 2022, a \$1.72 (-4.4%) decrease, mainly attributable to a change in the customer mix, including the dilutive effect of Freedom's and Fizz's prepaid services.

¹ See "Key performance indicators."

Customer statistics

Acquisition of Freedom and VMedia

The acquisition of Freedom on April 3, 2023 was significantly accretive to growth in the Telecommunications segment, immediately adding 1,844,400 RGUs, consisting of 1,824,400 subscriber connections to the mobile telephony service and 20,000 subscriptions to the Internet access service. In addition, the acquisition of VMedia in July 2022 immediately added 60,800 RGUs, consisting of 41,000 Internet access subscriptions, 17,400 television service subscriptions and 2,400 subscriber connections to the wireline telephony service.

Growth in current business during the period

RGUs – The total number of RGUs was 7,522,800 at December 31, 2023, an increase of 138,000 (2.5%) in 2023, compared with an increase of 26,400 in 2022 (Table 3).

Mobile telephony – The number of subscriber connections to the mobile telephony service stood at 3,764,900 at December 31, 2023, an increase of 230,100 (13.5%) in 2023, compared with an increase of 108,500 in 2022 (Table 3).

Internet access – The number of subscribers to the Internet access service stood at 1,727,600 at December 31, 2023, an increase of 24,900 (1.5%) in 2023, compared with an increase of 33,900 in 2022 (Table 3).

Television – The number of subscribers to television services stood at 1,355,600 at December 31, 2023, a decrease of 40,500 (-2.9%) in 2023, compared with a decrease of 39,900 in 2022 (Table 3).

Wireline telephony – The number of subscriber connections to wireline telephony services stood at 674,700 at December 31, 2023, a decrease of 76,500 (-10.2%) in 2023, compared with a decrease of 76,100 in 2022 (Table 3).

Table 3

Telecommunications segment year-end RGUs (2019–2023)

(in thousands of customers)

| | 2023 | 2022 | 2021 | 2020 | 2019 |
|--------------------|----------------|----------------|----------------|----------------|----------------|
| Mobile telephony | 3,764.9 | 1,710.4 | 1,601.9 | 1,481.1 | 1,330.5 |
| Internet | 1,727.6 | 1,682.7 | 1,607.8 | 1,568.7 | 1,514.3 |
| Television | 1,355.6 | 1,396.1 | 1,418.6 | 1,475.6 | 1,531.8 |
| Wireline telephony | 674.7 | 751.2 | 824.9 | 924.7 | 1,027.3 |
| Total | 7,522.8 | 5,540.4 | 5,453.2 | 5,450.1 | 5,403.9 |

Adjusted EBITDA: \$2.23 billion, a \$317.4 million (16.6%) increase due mainly to the impact of the revenue increase.

Cost/revenue ratio: Employee costs and purchases of goods and services for all Telecommunications segment operations, expressed as a percentage of revenues, were 52.1% in 2023 compared with 48.6% in 2022. The increase was due mainly to the impact of the acquisition of Freedom.

Adjusted cash flows from operations: \$1.69 billion in 2023 compared with \$1.46 billion in 2022 (Table 15). The \$237.8 million (16.3%) increase was due to the \$317.4 million increase in adjusted EBITDA, partially offset by a \$69.7 million increase in additions to intangible assets, including the impact of the Freedom acquisition and purchases of software licences, and a \$9.9 million increase in additions to property, plant and equipment.

Media

In the Media segment, TVA Group operates the largest French-language private television network in North America. TVA Group is the sole owner of 6 of the 10 television stations in the TVA Network, as well as the specialty channels TVA Sports, LCN, ADDIK, Prise 2, CASA, MOI ET CIE (which will become TÉMOIN on April 9, 2024), Évasion and Zeste, as well as the QUB Radio television channel (which replaced YOOPA on January 17, 2024). TVA Group also holds interests in two other TVA Network affiliates and is engaged in commercial production and custom publishing, mainly through its Communications Qolab Inc. subsidiary. In addition to linear television, TVA Network and the specialty channels broadcast on-demand and streaming content over multiplatform applications, including the TVA+ website and mobile app, which provide free access to TVA Network programs, some specialty channel content, and original content.

Through its MELS Studios and Postproduction G.P. and MELS Dubbing Inc. subsidiaries, TVA Group provides soundstage, equipment and mobile unit rental, virtual production, postproduction, dubbing, described video and subtitling services to the film and television industry.

Through the companies in the Incendo Media Inc. group, TVA Group is engaged in the production and distribution of television programs, movies and series for international markets.

TVA Group publishes a large number of magazines in various categories, including show business, television, fashion and decorating. It also markets digital products associated with the various magazine brands.

The Media segment also operates two paid daily newspapers, *Le Journal de Montréal* and *Le Journal de Québec*, Monday through Saturday. The websites of the paid dailies, *journaldemontreal.com* and *journaldequebec.com*, and their mobile apps, which provide real-time access to the news on mobile devices, are the leading news sites in their markets with nearly 3.5 million unique visitors per month (source: Comscore Multi-Platform, French Quebec, Average monthly unique visitors between January 1, 2023 and December 31, 2023, unduplicated). According to corporate figures, the aggregate circulation of the paid newspapers as of December 31, 2023 was approximately 1.0 million copies per week in print and electronic formats.

In addition, the Media segment includes NumériQ Inc., which brings together the digital strategy and content production assets that are harnessed to create digital platforms and content for the Corporation's various platforms. It also operates a number of other digital brands, including *Le Guide de l'auto*, *Le sac de chips*, *Pèse sur Start*, *Silo 57*, *24heures.ca*, the QUB aggregation platform, as well as QUB radio, an audio and podcast platform available via the web and a mobile app. Since January 2024, QUB Radio has also been available on TVA Group's new QUB specialty channel, which carries all QUB radio programs, which are taped in its studios.

The Corporation's apps and websites log a combined total of nearly 6.4 million unique visitors per month in Canada (source: Comscore Canada, average monthly unique visitors, January 1 to December 31, 2023).

The Media segment is also engaged in printing newspapers, distributing newspapers and magazines, and out-of-home advertising. In addition, the segment includes QMI Agency, a news agency that provides content to all Quebecor Media properties; Quebecor Media Expertise, which offers Media segment customers integrated, diversified and complete advertising services; Quebecor Content, which contributes to the creation, development, acquisition and distribution of television content and formats; and Elmiro Inc. ("Elmiro"), a digital marketing agency.

2023 operating results

Revenues: \$721.9 million in 2023, a \$33.5 million (-4.4%) decrease.

- Subscription revenues decreased by \$11.7 million (-5.9%), mainly because of lower subscription revenues at the specialty channels, newspapers and magazines.
- Advertising revenues decreased by \$11.3 million (-3.4%), mainly because of lower advertising revenues at TVA Network, the specialty channels and the newspapers.
- Other revenues declined by \$10.5 million (-4.7%), mainly because of decreases in revenues from film production and audiovisual services, revenues from production and distribution services, and other revenues of TVA Network, partially offset by an increase in Elmiro's revenues.

Adjusted EBITDA: \$7.7 million in 2023, a \$17.3 million unfavourable variance due primarily to the impact of the revenue decrease, partially offset by the decrease in digital operating costs.

Cost/revenue ratio: Employee costs and purchases of goods and services for the Media segment's operations, expressed as a percentage of revenues, were 98.9% in 2023 compared with 96.7% in 2022. The increase was mainly due to the fixed component of operating costs, which does not fluctuate in proportion to the decrease in revenues.

Adjusted cash flows from operations: Negative \$5.2 million in 2023 compared with negative \$7.0 million in 2022 (Table 15). The \$1.8 million favourable variance was due to a \$14.7 million decrease in additions to property, plant and equipment, caused primarily by a general slowdown in investment following the review of strategic priorities, and a \$4.4 million decrease in additions to intangible assets, partially offset by the \$17.3 million unfavourable variance in adjusted EBITDA.

Sports and Entertainment

The Sports and Entertainment segment includes the management and operation of the Videotron Centre under an agreement between Quebecor Media and Québec City for usage and naming rights to the arena that was ratified in 2011 and runs through 2040. The segment leases the arena, exploits advertising space, generates sponsorship revenues and operates the food concessions at events. The segment's activities also include the production and coproduction of shows presented at the Videotron Centre and other venues. In addition, the Sports and Entertainment segment operates sports and cultural events manager Event Management Gestev Inc., which is the official imprint for shows and events produced in Québec by Quebecor Media.

The Sports and Entertainment segment includes the activities of the Remparts de Québec, a QMJHL hockey team.

The Sports and Entertainment segment also owns the Théâtre Capitole, a performance venue in Québec City, where the segment rents out the space, exploits the advertising spaces, generates sponsorship revenues and may act as copromoter of some events.

The Sports and Entertainment segment manages the entertainment venues at the Casino de Montréal and the Théâtre du Casino du Lac Leamy in Gatineau, under annually renewable contracts. It is the presenter of shows at the venues.

As well, the Sports and Entertainment segment includes educational publisher CEC Publishing Inc.; Sogides Group Inc., which publishes general literature through its 18 publishing houses; and Messageries A.D.P. Inc., which distributes print books and ebooks and is the exclusive distributor for more than 280 Québec and European French-language publishers.

The Sports and Entertainment segment is engaged in music recording and video production (Disques Musicor and MP3 Disques) and concert and event production (Musicor Spectacles).

The Sports and Entertainment segment also includes Disques Audiogramme Inc., the largest independent French-language record label in North America.

2023 operating results

Revenues: \$213.4 million in 2023, a \$22.8 million (12.0%) increase due primarily to higher revenues from music, concerts and hockey, including the impact of the lifting of public health measures in 2022.

Adjusted EBITDA: \$23.0 million in 2023, a \$3.6 million (18.6%) increase due primarily to the impact of the increase in revenues, partially offset by increases in some operating expenses.

Adjusted cash flows from operations: \$15.3 million in 2023 compared with \$15.5 million in 2022 (Table 15). The \$3.6 million increase in adjusted EBITDA was offset by increases of \$2.7 million in additions to intangible assets and \$1.1 million in additions to property, plant and equipment.

2023/2022 FOURTH QUARTER COMPARISON

Analysis of consolidated results of operations and cash flows of Quebecor

Revenues: \$1.50 billion, a \$319.8 million (27.0%) increase.

- Revenues increased in Telecommunications (\$337.7 million or 35.2% of segment revenues), due to the impact of the Freedom acquisition and growth in mobile services and equipment and Internet access services, and in Sports and Entertainment (\$2.3 million or 4.3%).
- Revenues decreased in Media (\$10.6 million or -4.9%).

Adjusted EBITDA: \$565.4 million, an \$82.4 million (17.1%) increase.

- Adjusted EBITDA increased in Telecommunications (\$83.1 million or 17.5% of segment adjusted EBITDA), including Freedom's contribution.
- Adjusted EBITDA decreased in Media (\$1.2 million or -8.1%) and in Sports and Entertainment (\$0.4 million or -15.4%).
- The change in the fair value of Quebecor stock options and stock-price-based share units resulted in a \$0.2 million favourable variance in the Corporation's stock-based compensation charge in the fourth quarter of 2023 compared with the same period of 2022.

Net income attributable to shareholders: \$146.2 million (\$0.63 per basic share) in the fourth quarter of 2023, compared with \$142.5 million (\$0.62 per basic share) in the same period of 2022, an increase of \$3.7 million (\$0.01 per basic share).

- The favourable variances were:
 - \$82.4 million increase in adjusted EBITDA;
 - \$7.8 million favourable variance in gains and losses on valuation and translation of financial instruments, including \$7.7 million without any tax consequences.
 - \$5.0 million favourable variance in non-controlling interest.
- The unfavourable variances were:
 - \$41.2 million increase in the depreciation and amortization charge;
 - \$27.6 million increase related to financial expenses;
 - \$18.3 million unfavourable variance in the charge for restructuring, acquisition costs and other;
 - \$4.4 million increase in the income tax expense.

Adjusted income from operating activities: \$167.5 million (\$0.73 per basic share) in the fourth quarter of 2023, compared with \$159.4 million (\$0.69 per basic share) in the same period of 2022, an increase of \$8.1 million (\$0.04 per basic share) or 5.1%.

Adjusted cash flows from operations: \$395.7 million, a \$36.3 million (10.1%) increase due primarily to the \$82.4 million increase in adjusted EBITDA, partially offset by a \$32.1 million increase in additions to intangible assets and a \$14.0 million increase in additions to property, plant and equipment.

Cash flows provided by operating activities: \$335.7 million, a \$10.2 million (3.1%) increase due primarily to the increase in adjusted EBITDA and the decrease in current income taxes, partially offset by the unfavourable net change in non-cash balances related to operating activities, the increase in the cash portion of financial expenses and the unfavourable variance in the cash portion of restructuring, acquisition costs and other.

Depreciation and amortization charge: \$231.1 million in the fourth quarter of 2023, a \$41.2 million increase, including the impact of the Freedom acquisition.

Financial expenses: \$107.0 million in the fourth quarter of 2023, a \$27.6 million increase due essentially to the same factors as those noted above under "2023/2022 financial year comparison."

Loss on valuation and translation of financial instruments: \$8.7 million in the fourth quarter of 2023, a \$7.8 million favourable variance mainly due to a \$7.7 million favourable variance, without any tax consequences, in gains on embedded derivatives related to convertible debentures.

Charge for restructuring, acquisition costs and other: \$23.5 million in the fourth quarter of 2023, an \$18.3 million unfavourable variance.

A \$23.3 million charge was recognized in the fourth quarter of 2023 in connection with cost-reduction initiatives primarily in the Corporation's Media segment (\$1.3 million in the fourth quarter of 2022). An asset impairment charge of \$0.5 million was also recorded in the fourth quarter of 2023 (\$0.9 million in the fourth quarter of 2022). In addition, other net gains of \$0.3 million were recorded in the fourth quarter of 2023 (other net charges of \$3.0 million in the fourth quarter of 2022).

Income tax expense: \$53.9 million in the fourth quarter of 2023 (effective tax rate of 26.7%), compared with \$49.5 million in the same period of 2022 (effective tax rate of 24.0%), a \$4.4 million unfavourable variance caused by the increase in taxable income and the increase in the effective tax rate due to a one-time adjustment in 2022. The effective tax rate is calculated considering only taxable and deductible items.

Segmented analysis

Telecommunications

Revenues: \$1.30 billion, a \$337.7 million (35.2%) increase due mainly to the same factors as those noted above in the “2023/2022 financial year comparison” section, including in particular the impact of the Freedom acquisition in April 2023.

- Revenues from mobile telephony services increased \$206.2 million (103.2%) to \$406.1 million.
- Revenues from Internet access services increased \$4.4 million (1.4%) to \$324.0 million.
- Revenues from television services decreased \$1.4 million (-0.7%) to \$199.2 million.
- Revenues from wireline telephony services decreased \$4.2 million (-5.9%) to \$67.1 million.
- Revenues from mobile equipment sales to customers increased \$137.2 million (134.2%) to \$239.4 million.
- Revenues from wireline equipment sales to customers decreased \$0.5 million (-2.8%) to \$17.3 million.
- Other revenues decreased \$4.0 million (-8.2%) to \$44.6 million.

ARPU: The Telecommunications segment’s total ARPU was \$44.19 in the fourth quarter of 2023 compared with \$47.63 in the same period of 2022, a \$3.44 (-7.2%) decrease. Mobile ARPU was \$36.29 in the fourth quarter of 2023 compared with \$39.08 in the same period of 2022, a \$2.79 (-7.1%) decrease, mainly attributable to a change in the customer mix, including the dilutive effect of Freedom’s and Fizz’s prepaid services.

Customer statistics

Growth in current business during the period

RGUs – 48,300 (0.6%) unit increase in the fourth quarter of 2023, compared with a decrease of 6,900 in the same period of 2022.

Mobile telephony – 66,100 (1.8%) subscriber-connection increase in the fourth quarter of 2023, compared with an increase of 13,100 in the same period of 2022.

Internet access – 6,300 (0.4%) subscriber increase in the fourth quarter of 2023, compared with an increase of 4,700 in the same period of 2022.

Television – 6,900 (-0.5%) subscriber decrease in the fourth quarter of 2023, compared with a decrease of 6,000 in the same period of 2022.

Wireline telephony – 17,200 (-2.5%) subscriber-connection decrease in the fourth quarter of 2023, compared with a decrease of 18,700 in the same period of 2022.

Adjusted EBITDA: \$559.0 million, an \$83.1 million (17.5%) increase due primarily to:

- impact of the revenue increase;
- decrease in some operating expenses, including labour costs and advertising expenses,
- favourable net change in one-time items.

Cost/revenue ratio: Employee costs and purchases of goods and services for all Telecommunications segment operations, expressed as a percentage of revenues, were 56.9% in the fourth quarter of 2023 compared with 50.4% in the same period of 2022. The increase was due mainly to the impact of the acquisition of Freedom.

Adjusted cash flows from operations: \$398.6 million in the fourth quarter of 2023 compared with \$360.2 million in the same period of 2022 (Table 15). The \$38.4 million (10.7%) increase was due primarily to the \$83.1 million increase in adjusted EBITDA, partially offset by a \$32.0 million increase in additions to intangible assets and a \$12.7 million increase in additions to property, plant and equipment.

Media

Revenues: \$204.8 million in the fourth quarter of 2023, a \$10.6 million (-4.9%) decrease.

- Advertising revenues decreased by \$9.2 million (-8.9%), mainly because of lower advertising revenues at TVA Network, the newspapers and the speciality channels.
- Subscription revenues decreased by \$4.7 million (-9.3%), mainly because of lower subscription revenues at the specialty channels, newspapers and magazines.
- Other revenues increased by \$3.3 million (5.3%), mainly because of the increase in Elmire's revenues, partially offset by decreases in revenues from film production and audiovisual services and revenues from production and distribution services.

Adjusted EBITDA: \$13.6 million in the fourth quarter of 2023, a \$1.2 million decrease (-8.1%) due primarily to the impact of the revenue decreases, partially offset by decreases in some operating expenses, including content costs.

Cost/revenue ratio: Employee costs and purchases of goods and services for the Media segment's operations, expressed as a percentage of revenues, were 93.4% in the fourth quarter of 2023 compared with 93.1% in the same period of 2022.

Adjusted cash flows from operations: \$7.4 million in the fourth quarter of 2023 compared with \$8.6 million in the same period of 2022 (Table 15). The \$1.2 million decrease was due primarily to the \$1.2 million decrease in adjusted EBITDA.

Sports and Entertainment

Revenues: \$56.4 million in the fourth quarter of 2023, a \$2.3 million (4.3%) increase due primarily to higher revenues from books and hockey, partially offset by lower revenues from concerts.

Adjusted EBITDA: \$2.2 million in the fourth quarter of 2023, a decrease of \$0.4 million (-15.4%) mainly due to the decrease in the profitability of concerts and music, partially offset by the impact of the revenue increase.

Adjusted cash flows from operations: Negative \$0.7 million in the fourth quarter of 2023 compared with positive \$1.3 million in the same period of 2022 (Table 15). The \$2.0 million decrease was due to a \$1.1 million increase in additions to property, plant and equipment, a \$0.5 million increase in additions to intangible assets and a \$0.4 million decrease in adjusted EBITDA.

2022/2021 FINANCIAL YEAR COMPARISON

Analysis of consolidated results of operations and cash flows of Quebecor

Revenues: \$4.53 billion, a \$22.5 million (-0.5%) decrease.

- Revenues decreased in Telecommunications (\$16.8 million or -0.4% of segment revenues) and in Media (\$20.6 million or -2.7%).
- Revenues increased in Sports and Entertainment (\$23.6 million or 14.1%).

Adjusted EBITDA: \$1.93 billion, a \$38.7 million (-2.0%) decrease.

- Adjusted EBITDA increased in Telecommunications (\$37.2 million or 2.0% of segment adjusted EBITDA).
- Adjusted EBITDA decreased in Media (\$58.4 million or -70.0%) and in Sports and Entertainment (\$1.0 million or -4.9%).
- There was an unfavourable variance at Head Office (\$16.5 million), mainly reflecting a change in the allocation of corporate expenses.
- The change in the fair value of Quebecor stock options and stock-price-based share units resulted in an \$8.5 million unfavourable variance in the Corporation's stock-based compensation charge in 2022 compared with 2021.

Net income attributable to shareholders: \$599.7 million (\$2.55 per basic share) in 2022, compared with \$578.4 million (\$2.38 per basic share) in 2021, an increase of \$21.3 million (\$0.17 per basic share).

- The main favourable variances were:
 - \$80.9 million decrease in the loss on debt refinancing;
 - \$16.1 million decrease in the depreciation and amortization charge;
 - \$13.0 million favourable variance in non-controlling interest;
 - \$10.4 million decrease in financial expenses.
- The main unfavourable variances were:
 - \$38.7 million decrease in adjusted EBITDA;
 - \$33.6 million unfavourable variance in losses on valuation and translation of financial instruments, including \$33.3 million without any tax consequences;
 - \$16.4 million increase in the income tax expense;
 - \$10.4 million unfavourable variance in the charge for restructuring, acquisition costs and other.

Adjusted income from operating activities: \$624.8 million (\$2.66 per basic share) in 2022, compared with \$621.9 million (\$2.55 per basic share) in 2021, an increase of \$2.9 million (\$0.11 per basic share).

Adjusted cash flows from operations: \$1.44 billion, a \$57.5 million (4.2%) increase due primarily to a \$96.2 million decrease in additions to property, plant and equipment and to intangible assets, partially offset by the \$38.7 million decrease in adjusted EBITDA.

Cash flows provided by operating activities: \$1.26 billion, an \$80.1 million (6.8%) increase due primarily to the favourable net change in non-cash balances related to operating activities, the favourable variance in the cash portion related to restructuring, acquisition costs and other, and the decrease in the cash portion of financial expenses, partially offset by the decrease in adjusted EBITDA and the increase in current income taxes.

Depreciation and amortization charge: \$767.7 million in 2022, a \$16.1 million decrease due mainly to the impact of decreased investment in property, plant and equipment in the Telecommunications segment, including lower spending related to the leasing of set-top boxes.

Financial expenses: \$323.0 million, a \$10.4 million decrease caused by the impact of the lower average interest rate on the long-term debt, partially offset by higher average indebtedness.

Loss on valuation and translation of financial instruments: \$19.2 million, a \$33.6 million unfavourable variance essentially due to the \$33.3 million unfavourable variance, without any tax consequences, in gains and losses on embedded derivatives related to convertible debentures.

Charge for restructuring, acquisition costs and other: \$14.5 million in 2022, a \$10.4 million unfavourable variance.

- A \$4.6 million charge was recognized in 2022 in connection with cost-reduction measures in the Corporation's various segments (\$17.6 million in 2021). An asset impairment charge of \$3.7 million was also recorded in 2022 (\$1.5 million in 2021). In addition, a \$6.2 million charge for other items was recorded in 2022 (\$4.6 million in 2021).
- A \$19.6 million gain on disposal was recognized in 2021 in connection with the acquisition by Alithya Group Inc. of R3D Conseil Inc., of which Quebecor was one of the main shareholders.

Loss on debt refinancing: \$80.9 million in 2021.

On June 3, 2021, Quebecor Media issued a redemption notice for its Senior Notes in aggregate principal amount of \$500.0 million, bearing interest at 6.625% and maturing on January 15, 2023, at a redemption price of 107.934% of their principal amount. Videotron also issued a redemption notice for its Senior Notes in aggregate principal amount of US\$800.0 million, bearing interest at 5.000% and maturing on July 15, 2022, at a redemption price of 104.002% of their principal amount. As a result, an \$80.9 million net loss was recorded in the consolidated statement of income in 2021.

Income tax expense: \$213.4 million in 2022 (effective tax rate of 26.0%), compared with \$197.0 million in 2021 (effective tax rate of 26.5%), a \$16.4 million unfavourable variance caused essentially by the impact of the increase in taxable income. The effective tax rate is calculated considering only taxable and deductible items.

CASH FLOWS AND FINANCIAL POSITION

This section provides an analysis of the Corporation's sources and uses of cash flows, as well as a financial position analysis as of the balance sheet date. This section should be read in conjunction with the discussion of trends under "Trend Information" above, the risk analysis in the "Risks and Uncertainties" section below, and the discussion of the Corporation's financial risks under "Financial Instruments and Financial Risk Management" below.

Operating activities

Cash flows provided by operating activities: \$1.46 billion in 2023 compared with \$1.26 billion in 2022.

The \$199.5 million increase was primarily due to:

- \$303.3 million increase in adjusted EBITDA;
- \$55.5 million decrease in current income taxes;

Partially offset by:

- \$46.0 million unfavourable net change in non-cash balances related to operating activities, due primarily to unfavourable variances in contract assets and income tax payable, partially offset by favourable variances in inventory, prepaid expenses and broadcast rights.
- \$84.3 million increase in the cash portion of financial expenses;
- \$35.7 million unfavourable variance in the cash portion of restructuring, acquisition costs and other.

The Freedom acquisition, combined with the increased profitability of Videotron's other operations, had a favourable impact on cash flows provided by operating activities in 2023 compared with 2022, while the cash portion of financial expenses and the net change in non-cash balances related to operating activities had an unfavourable impact.

Working capital: Negative \$1.13 billion at December 31, 2023, compared with negative \$724.7 million at December 31, 2022, a \$400.9 million unfavourable variance. This variance was mainly due to the increase in the current portion of long-term debt, including the unfavourable variance in the net value of derivative financial instruments related to the current portion, as well as recognition of convertible debentures under current liabilities, partially offset by the positive impact of working capital items related to the Freedom acquisition.

Investing activities

Cash flows used for additions to property, plant and equipment: \$397.0 million in 2023 compared with \$395.1 million in 2022.

Deferred subsidies used to finance additions to property, plant and equipment: \$39.3 million in 2023, compared with \$123.1 million in 2022. These amounts represent the use of subsidies received under the program to roll out high-speed Internet services in various regions of Québec, and recorded as a reduction of additions to property, plant and equipment.

Cash flows used for additions to intangible assets: \$166.3 million in 2023 compared with \$91.4 million in 2022. The \$74.9 million increase mainly reflects increased investment in IT systems in the Telecommunications segment and the acquisition of spectrum licences for \$9.9 million.

Proceeds from disposal of assets: \$1.7 million in 2023 compared with \$7.0 million in 2022.

Business acquisitions: \$2.07 billion in 2023 compared with \$22.1 million in 2022. The Telecommunications segment disbursed \$2.07 billion to acquire Freedom in 2023.

Acquisition of investments and other: \$7.0 million in 2023 compared with \$6.6 million in 2022.

Free cash flows from operating activities

Free cash flows from operating activities: \$910.5 million in 2023 compared with \$783.2 million in 2022 (Table 16). The \$127.3 million increase was due mainly to a \$199.5 million increase in cash flows provided by operating activities, partially offset by a \$65.0 million increase in cash flows used for additions to intangible assets, excluding spectrum licences.

Financing activities

Consolidated debt (long-term debt plus bank indebtedness): \$1.15 billion increase in 2023; \$409.5 million net unfavourable variance in assets and liabilities related to derivative financial instruments.

- Additions to debt in 2023 essentially consisted of:
 - a new \$2.10 billion secured term credit facility that Videotron entered into with a syndicate of financial institutions on April 3, 2023 to finance the acquisition of Freedom. The term credit facility consists of three tranches of equal size maturing in October 2024, April 2026 and April 2027, bearing interest at Bankers' acceptance rate, SOFR, Canadian prime rate or U.S. prime rate, plus a premium determined by Videotron's leverage ratio;
 - \$309.1 million increase in total drawings on the secured revolving bank credit facilities of Videotron and Quebecor Media.
- Debt reductions in 2023 essentially consisted of:
 - redemption upon maturity by Quebecor Media on January 17, 2023 of all of its outstanding 5.75% Senior Notes issued on October 11, 2012 in the aggregate principal amount of US\$850.0 million;
 - \$111.4 million favourable impact of average exchange rate variance. The consolidated debt reduction attributable to this item was offset by the decrease in the asset (or increase in the liability) related to derivative financial instruments;
 - \$9.0 million decrease in TVA Group's drawings on its secured revolving credit facility.
- Assets and liabilities related to derivative financial instruments totalled a net asset of \$110.8 million at December 31, 2023 compared with \$520.3 million at December 31, 2022. The \$409.5 million net unfavourable variance was mainly due to:
 - the settlement of hedging contracts by Quebecor Media following the redemption by Quebecor Media in January 2023 of all of its 5.75% Senior Notes in the aggregate principal amount of US\$850.0 million;
 - unfavourable impact of average exchange rate variance on the value of derivative financial instruments.
- On June 28, 2023, TVA Group terminated its secured revolving credit facility in the amount of \$75.0 million.
- On January 13, 2023, Videotron's secured revolving credit facility was amended to increase it from \$1.50 billion to \$2.00 billion. Certain terms and conditions of this credit facility were also amended.

Financial position

Net available liquidity: \$1.91 billion at December 31, 2023 for Quebecor and its wholly owned subsidiaries, consisting of \$1.92 billion in available unused revolving credit facilities less \$1.2 million in bank indebtedness.

Consolidated debt (long-term debt plus bank indebtedness): \$7.64 billion at December 31, 2023, a \$1.15 billion increase compared with December 31, 2022; \$409.5 million net unfavourable variance in assets and liabilities related to derivative financial instruments (see "Financing activities" above).

- Consolidated debt essentially consisted of Videotron's \$7.61 billion debt (\$5.32 billion at December 31, 2022); Quebecor Media's \$31.9 million debt (\$1.16 billion at December 31, 2022); TVA Group's nil debt (\$10.1 million at December 31, 2022); and Quebecor's nil debt (\$0.6 million at December 31, 2022).

As at December 31, 2023, minimum principal payments on long-term debt in the coming years are as follows:

Table 4
Minimum principal payments on Quebecor's long-term debt
12 months ending December 31
(in millions of Canadian dollars)

| | | |
|---------------------|-----------|----------------|
| 2024 | \$ | 1,480.6 |
| 2025 | | 422.9 |
| 2026 | | 1,422.0 |
| 2027 | | 1,480.6 |
| 2028 | | 750.0 |
| 2029 and thereafter | | 2,112.1 |
| Total | \$ | 7,668.2 |

From time to time, Quebecor may (but is under no obligation to) seek to retire or purchase its outstanding securities, including debentures, in open market purchases, privately negotiated transactions, or otherwise. Such repurchases, if any, will depend on its liquidity position and requirements, prevailing market conditions, contractual restrictions and other factors. The amounts involved may be material.

The weighted average term of Quebecor's consolidated debt was approximately 3.5 years as of December 31, 2023 (4.3 years as of December 31, 2022). After taking into account hedging instruments, the debt consisted of approximately 67.7% fixed-rate debt (81.7% at December 31, 2022) and 32.3% floating-rate debt (18.3% at December 31, 2022).

Management of the Corporation believes that cash flows and available sources of financing should be sufficient to cover committed cash requirements for acquisition of property, plant and equipment and of intangible assets (including spectrum licences), working capital, interest payments, income tax payments, repayments of debt, convertible debentures and lease liabilities, pension plan contributions, share repurchases, and dividend payments to shareholders. The Corporation believes it will be able to meet future maturities of its debt, convertible debentures and lease liabilities, which are staggered over the coming years.

Pursuant to its financing agreements, the Corporation is required to maintain certain financial ratios and comply with certain financial covenants. At December 31, 2023, the Corporation was in compliance with all required financial ratios and restrictive covenants in its financing agreements.

Dividends declared

On February 21, 2024, the Board of Directors of Quebecor declared a quarterly dividend of \$0.325 per share on its Class A Shares and Class B Shares, payable on April 2, 2024 to shareholders of record at the close of business on March 8, 2024.

600 MHz, 3500 MHz and 3800 MHz spectrum auction

On November 30, 2023, Quebecor announced an investment of \$298.9 million in the acquisition by Videotron of 305 blocks of spectrum in the 3800 MHz band across Canada, in the latest spectrum auction held by ISED Canada. Approximately 61% of these 305 blocks of spectrum are located outside Québec, mainly in southern Ontario, Alberta and British Columbia. Videotron made an initial deposit of \$59.8 million on January 17, 2024 and the balance of \$239.1 million will be paid in May 2024.

On January 26, 2023, Quebecor announced a \$9.9 million investment by Videotron in the acquisition of spectrum licences in the 600 MHz band in Manitoba and in the 3500 MHz band in Québec. The acquisition was made in the auction of residual spectrum licences that concluded on January 25, 2023 with the announcement by ISED Canada of the tentatively accepted bids.

Videotron is thus increasing its wireless service capacity and continues to pave the way for the expansion of its wireless infrastructure in Canada.

Convertible debentures

In accordance with the terms of the trust indenture governing the convertible debentures, the quarterly dividend declared on November 8, 2023 on Quebecor Class B Shares triggered an adjustment to the floor price and ceiling price then in effect. Accordingly, effective November 23, 2023, the conversion features of the convertible debentures are subject to an adjusted floor price of approximately \$23.87 per share (that is, a maximum number of approximately 6,283,314 Class B Shares corresponding to a ratio of

\$150.0 million to the adjusted floor price) and an adjusted ceiling price of approximately \$29.84 per share (that is, a minimum number of approximately 5,026,651 Class B Shares corresponding to a ratio of \$150.0 million to the adjusted ceiling price).

Analysis of consolidated balance sheet

Table 5
Consolidated balance sheet of Quebecor
Analysis of main variances between December 31, 2023 and 2022
(in millions of Canadian dollars)

| | Dec. 31, 2023 ¹ | Dec. 31, 2022 ¹ | Difference | Main reasons for difference |
|---|-------------------------------|-------------------------------|------------|--|
| Assets | | | | |
| Accounts receivable | \$ 1,175.1 | \$ 840.7 | \$ 334.4 | Impact of the Freedom acquisition and of current variances in activities |
| Contract assets | 125.4 | 50.2 | 75.2 | Impact of the Freedom acquisition and of current variances in activities |
| Income taxes ² | 24.3 | (20.4) | 44.7 | Current disbursements less current income taxes for the period |
| Inventories | 512.1 | 406.2 | 105.9 | Impact of the Freedom acquisition and of current variances in activities |
| Other current assets | 192.3 | 135.5 | 56.8 | Impact of the Freedom acquisition and of current variances in activities |
| Property, plant and equipment | 3,417.9 | 2,897.6 | 520.3 | Impact of the Freedom acquisition and additions to property, plant and equipment, less depreciation for the period |
| Intangible assets | 3,385.1 | 2,275.0 | 1,110.1 | Impact of the Freedom acquisition and additions to intangible assets, less amortization for the period |
| Right-of-use assets | 340.8 | 155.4 | 185.4 | Impact of the Freedom acquisition |
| Derivative financial instruments ³ | 110.8 | 520.3 | (409.5) | See "Financing activities" |
| Other assets | 622.8 | 539.7 | 83.1 | Impact of the Freedom acquisition |
| Liabilities | | | | |
| Accounts payable, accrued charges and provisions | 1,185.9 | 950.3 | 235.6 | Impact of the Freedom acquisition and of current variances in activities |
| Deferred revenue | 370.6 | 305.8 | 64.8 | Impact of the Freedom acquisition and of current variances in activities |
| Long-term debt, including current portion and bank indebtedness | 7,642.0 | 6,488.9 | 1,153.1 | See "Financing activities" |
| Lease liabilities ⁴ | 376.2 | 186.2 | 190.0 | Impact of the Freedom acquisition and of current variances in activities |
| Other liabilities | 290.2 | 209.8 | 80.4 | Impact of the Freedom acquisition and of current variances in activities |

¹ The "restricted cash" and "deferred subsidies" line items are combined for the purposes of the analysis.

² Current assets less current liabilities.

³ Current and long-term assets less long-term liabilities.

⁴ Current and long-term liabilities.

ADDITIONAL INFORMATION

Contractual obligations

At December 31, 2023, material contractual obligations of operating activities included: capital repayment and interest on long-term debt, convertible debentures and lease liabilities; commitments relating to additions to property, plant and equipment, mobile devices, intangible assets and other commitments; and obligations related to derivative financial instruments, less estimated future receipts on derivative financial instruments. Table 6 below shows a summary of these contractual obligations.

Table 6
Contractual obligations of Quebecor as of December 31, 2023
(in millions of Canadian dollars)

| | Total | Under 1 year | 1-3 years | 3-5 years | 5 years or more |
|---|--------------------|-------------------|-------------------|-------------------|--------------------|
| Long-term debt ¹ | \$ 7,668.2 | \$ 1,480.6 | \$ 1,844.9 | \$ 2,230.6 | \$ 2,112.1 |
| Convertible debentures ² | 158.4 | 158.4 | – | – | – |
| Interest payments ³ | 1,181.4 | 315.3 | 520.7 | 237.3 | 108.1 |
| Lease liabilities | 376.2 | 98.5 | 138.8 | 69.9 | 69.0 |
| Interest payments on lease liabilities | 81.4 | 19.2 | 28.5 | 15.6 | 18.1 |
| Additions to property, plant and equipment, mobile devices, intangible assets and other commitments | 2,940.1 | 1,000.9 | 1,553.1 | 208.9 | 177.2 |
| Derivative financial instruments ⁴ | (134.6) | (87.7) | – | 9.8 | (56.7) |
| Total contractual obligations | \$ 12,271.1 | \$ 2,985.2 | \$ 4,086.0 | \$ 2,772.1 | \$ 2,427.8 |

¹ The carrying value of long-term debt excludes changes in the fair value of long-term debt related to hedged interest rate risk and financing costs.

² Based on the market value at December 31, 2023 of a number of shares obtained by dividing the outstanding principal amount by the market price of a Class B share at that date, subject to a floor price of approximately \$23.87 per share and a ceiling price of approximately \$29.84. The Corporation may also redeem convertible debentures by issuing the corresponding number of its Class B Shares.

³ Estimated interest payable on long-term debt and convertible debentures, based on interest rates, hedging of interest rates and hedging of foreign exchange rates as of December 31, 2023.

⁴ Estimated future receipts, net of future disbursements, related to foreign exchange hedging on the principal of U.S.-dollar-denominated debt using derivative financial instruments.

Significant commitments included in Table 6

Videotron has agreements for the purchase of mobile devices from suppliers, a network-sharing and service exchange agreement with Rogers, and agreements for the roll-out of LTE-A and 5G radio access technologies. It also has an agreement with Comcast Corporation to operate an Internet Protocol Television (“IPTV”) delivery solution. Finally, it committed to ISED Canada for the purchase of spectrum, with the final payment due in May 2024. As at December 31, 2023, the balance of those commitments stood at \$2.02 billion.

The Quebecor Out of Home division has agreements with various Québec transit commissions for the installation and maintenance of bus shelters, and for advertising rights on bus shelters and buses. As at December 31, 2023, the balance of those commitments stood at \$76.2 million.

In the normal course of business, the Media segment, through TVA Group, contracts commitments regarding broadcast rights for television programs, sporting events and films, as well as distribution rights for audiovisual content. As at December 31, 2023, the balance of those commitments stood at \$296.4 million.

Pension plan contributions

The expected employer contributions to the Corporation's defined benefit pension plans and post-retirement benefit plans will be \$7.3 million in 2024, based on the most recent actuarial financial reports filed (contributions of \$8.6 million were paid in 2023).

Related party transactions

During the year ended December 31, 2023, the Corporation incurred expenses with affiliated corporations in the amount of \$95.7 million (\$74.4 million in 2022), which are included in purchase of goods and services, and acquired property, plant and equipment and intangible assets from affiliated corporations in the amount of \$11.0 million (\$8.6 million in 2022). The Corporation also made sales to affiliated corporations in the amount of \$12.6 million (\$5.9 million in 2022). These transactions were accounted for at the consideration agreed between parties.

Off-balance sheet arrangements

Guarantees

In the normal course of business, the Corporation enters into numerous agreements containing guarantees, including the following:

Business and asset disposals

In the sale of all or part of a business or an asset, in addition to possible indemnification relating to failure to perform covenants and breach of representations or warranties, the Corporation may agree to indemnify against claims related to the past conduct of the business. Typically, the term and amount of such indemnification will be limited by the agreement. The nature of these indemnification agreements prevents the Corporation from estimating the maximum potential liability it could be required to pay to guaranteed parties. The Corporation has not accrued any amount in respect of these items on the consolidated balance sheets.

Outsourcing companies and suppliers

In the normal course of its operations, the Corporation enters into contractual agreements with outsourcing companies and suppliers. In some cases, the Corporation agrees to provide indemnifications in the event of legal procedures initiated against them. In other cases, the Corporation provides indemnification to counterparties for damages resulting from the outsourcing companies and suppliers. The nature of the indemnification agreements prevents the Corporation from estimating the maximum potential liability it could be required to pay. No amount has been accrued in the consolidated balance sheets with respect to these indemnifications.

Capital stock

In accordance with Canadian financial reporting standards, Table 7 presents information on the Corporation's capital stock as at January 30, 2024. In addition, 7,002,214 stock options were outstanding as of January 30, 2024.

Table 7

Capital stock

(in shares and millions of Canadian dollars)

| | At January 30, 2024 | |
|----------------|---------------------------|---------------|
| | Issued and outstanding | Book value |
| Class A Shares | 76,692,135 | \$ 8.6 |
| Class B Shares | 153,983,455 | 906.0 |

On August 9, 2023, the Board of Directors of the Corporation authorized a normal course issuer bid for a maximum of 1,000,000 Class A Shares representing approximately 1.3% of issued and outstanding Class A Shares, and for a maximum of 2,000,000 Class B Shares representing approximately 1.3% of issued and outstanding Class B Shares as of August 1, 2023. The purchases can be made from August 15, 2023 to August 14, 2024, at prevailing market prices on the open market through the facilities of the Toronto Stock Exchange or other alternative trading systems in Canada. All shares purchased under the bid will be cancelled.

On August 11, 2023, the Corporation entered into an automatic securities purchase plan ("the plan") with a designated broker whereby shares may be repurchased under the plan at times when such purchases would otherwise be prohibited pursuant to regulatory

restrictions or self-imposed blackout periods. The plan received prior approval from the Toronto Stock Exchange. It came into effect on August 15, 2023 and will terminate on the same date as the normal course issuer bid.

Under the plan, before entering a self-imposed blackout period, the Corporation may, but is not required to, ask the designated broker to make purchases under the normal course issuer bid. Such purchases shall be made at the discretion of the designated broker, within parameters established by the Corporation prior to the blackout periods. Outside the blackout periods, purchases will be made at the discretion of the Corporation's management.

In 2023, the Corporation purchased and cancelled 260,500 Class B Shares for a total cash consideration of \$7.8 million (8,321,451 Class B Shares for a total cash consideration of \$237.0 million in 2022). The excess of \$6.2 million of the purchase price over the carrying value of Class B Shares repurchased was recorded as a reduction of retained earnings in 2023 (\$188.0 million in 2022).

Risks and Uncertainties

The Corporation operates in the telecommunications, media, and sports and entertainment industries, which entails a variety of risk factors and uncertainties. The Corporation's operating environment and financial results may be materially affected by the risks and uncertainties discussed below. See also "Financial Instruments and Financial Risk Management".

Competition and technological development

In the Corporation's mobile telephony business, the Corporation's main competitors are the three national incumbent wireless carriers. Depending on the province or region, their service offering includes a full range of telecommunications services, or is limited to mobile telephony services. In addition, users of mobile voice and data systems may find their communication needs satisfied by other current adjunct technologies, such as Wi-Fi, "hotspots" or trunk radio systems, which have the technical capability to handle mobile data communication and mobile telephone calls. There can be no assurance that current or future competitors will not provide network capacity and/or services comparable or superior to those the Corporation provides or may in the future provide, or at lower prices, or adapt more quickly to evolving industry trends or changing market requirements, or introduce competing services. For instance, some providers of mobile telephony services (including the national incumbent wireless carriers) have deployed and have been operating, for many years, lower-cost mobile telephony brands in order to acquire additional market share. Furthermore, the Canadian Radio-television and Telecommunications Commission ("CRTC")'s decision ordering the national incumbent wireless carriers to provide mobile virtual network operator ("MVNO") access services to regional wireless carriers for a period of seven years stands to have significant impact on the Corporation's competitive environment, as the Corporation could see the emergence of new MVNO competitors. The Corporation may not be able to compete successfully in the future against existing and new competitors; increased competition could have a material adverse effect on its business, prospects, revenues, financial condition, and results of operations.

In the Internet access business, the Corporation competes against other Internet service providers ("ISPs") offering residential and commercial Internet access services. The main competitors are the incumbent local exchange carriers ("ILECs") that offer Internet access through digital subscriber line ("DSL"), fibre to the node and fibre to the home technologies, in certain territories offering download speeds comparable, or superior to the Corporation's. In addition, satellite operators such as Xplore, Telesat and Starlink are increasing their existing high-speed Internet access capabilities with the launch of high-throughput satellites, targeting households in low population density and remote locations and claiming future download speeds comparable to the Corporation's low and medium download speeds. Furthermore, some of the Corporation's competitors are starting to offer fixed wireless access ("FWA") in Québec, which is a new form of competition for the Corporation. The development of FWA's technologies and offerings may lead to greater competition in the Corporation's markets. Finally, certain municipalities also plan to build and operate their own broadband networks. They plan to do so through public/private partnership arrangements, competing directly with the Corporation in some of its local markets.

The Corporation also faces competition from several resellers who have access to the wholesale third party Internet access ("TPIA") service mandated by the CRTC. These TPIA providers may also provide telephony and networking applications, and have entered the Internet protocol television ("IPTV") market. In recent years, ILECs and BDUs have purchased major TPIA providers, leading to players with increased resources and stronger competition. See also the risk factor "*TPIAs access to the Corporation's cable network*".

In the Corporation's television business, the Corporation competes against ILECs, BDUs and TPIA providers. Its primary ILEC and TPIA provider competitors have rolled out their own IPTV service in the vast majority of the territory in which the Corporation operates. The Corporation also competes with direct broadcast satellite ("DBS") providers.

Furthermore, the rapidly growing landscape of over-the-top ("OTT") content providers, many of which having substantial financial resources, now compete directly with the corporation Telecommunications and Media segments, for viewership and a share of the monthly entertainment spend. Content producers and providers are leveraging their content rights and pursuing strategies to deploy their own OTT distribution platforms in order to reach consumers directly via the Internet. In addition, the OTT content providers' attractive price points (which are, in part, due to the fact that they do not contribute financially to the Canadian traditional television business model or Internet infrastructure, and are not subject to CRTC regulations) make the Corporation's traditional offer less appealing for its customers and may affect its ability to retain and acquire customers. Consequently, this could place the Corporation at a competitive disadvantage, lead to increased operational costs and have an adverse effect on its business, prospects, revenues, financial condition and results of operations.

The Corporation also faces competition from illegal providers of television services and illegal access to non-Canadian DBS signal (also called grey market piracy), as well as from signal theft of DBS that enables customers to access programming services from U.S. and Canadian DBS without paying any fees (also called black-market piracy).

The Corporation's wireline telephony business has numerous competitors, including ILECs, competitive local exchange carriers, mobile telephony service operators, TPIA providers and other providers of Voice over Internet Protocol ("VoIP") and cloud-based telephony. Some of these competitors are not facility-based and therefore have much lower infrastructure costs. In addition, Internet

protocol-based products and services are generally subject to downward pricing pressure, lower margins and technological evolution, all of which could have an adverse effect on the Corporation's business, prospects, revenues, financial condition and results of operations.

Finally, many of the Corporation's competitors are offering special bundling discounts to customers who subscribe to two or more of their services (television, Internet access, wireline and mobile telephony services). Should the Corporation fail to keep its existing customers and lose them to such competitors, it may end up losing a subscriber for multiple services as a result of its bundling strategy. On an aggregate basis, this could have an adverse effect on the Corporation's business, prospects, revenues, financial condition and results of operations.

Fierce price competition in all the Corporation's businesses and across the industries in which the Corporation operates, combined with the declining demand for certain traditional products, may affect its ability to raise the price of its products and services commensurately with increases in its operating costs, as the Corporation has done in the past. Furthermore, the Corporation's expansion outside of Québec into the markets where Freedom operates, will likely increase competition further or exacerbate the fierce price competition in all of the Corporation's businesses. This could have an adverse effect on its business, revenues, financial condition, and results of operations. See also the risk factor "*Geographic expansion*".

Geographic expansion

The Corporation's wireless business geographic expansion is subject to significant risks and uncertainties. The Corporation may not be able to implement its geographic expansion successfully or at all, or realize its anticipated benefits, and its implementation may be costlier or more challenging than initially planned.

On April 3, 2023, the Corporation acquired all the issued shares of Freedom from Shaw Communications Inc. ("Shaw") for a cash consideration of \$2.07 billion, net of cash acquired of \$103.2 million (the "Freedom Acquisition"). As part of the Freedom Acquisition, Videotron assumed certain debts, mainly lease obligations. The consideration paid is still subject to certain post-closing adjustments. The Freedom Acquisition immediately preceded the acquisition of Shaw by Rogers Communications Inc. ("Rogers"). All required regulatory approvals were obtained prior to both transactions. The Freedom Acquisition includes the Freedom-brand's entire wireless and Internet customer base, as well as its owned infrastructure, spectrum and retail outlets. It also includes a long-term undertaking by Shaw and Rogers to provide Videotron with transport services (including backhaul and backbone), roaming services and wholesale internet services. Rogers also undertook to provide the Corporation with customary transition services for a period of time post-closing to facilitate the operation of Freedom and the separation of Freedom's business from the other businesses of Shaw. Upon expiration or termination of these service agreements, if the Corporation is unable to replace them at an acceptable cost, its cost structure could increase significantly and, consequently, its business, prospects, financial condition and results of operations could be negatively affected. As part of the regulatory approval process, the Corporation has also made certain commercial commitments to the Minister of Innovation, Science and Industry. In the event that these commitments are not respected, Videotron could be liable to pay damages in the amount of \$25 million per year in which these commitments are not respected for each of the third, fourth, fifth, sixth, seventh, eighth, ninth and tenth years, up to a maximum of \$200 million.

To finance the Freedom Acquisition, Videotron entered on April 3, 2023, into a new \$2.10 billion secured term credit facility with a syndicate of financial institutions, consisting of three tranches of equal size maturing in October 2024, April 2026 and April 2027, respectively. The term credit facility bears interest at Bankers' acceptance rate, Secured Overnight Financing Rate ("SOFR"), Canadian prime rate or U.S. prime rate, plus a premium determined by Videotron's leverage ratio. On April 10, 2023, Videotron entered into a floating-to-fixed interest rate swap in relation with the \$700.0 million tranche maturing in April 2027, fixing the interest rate at 5.203% based on Videotron's then applicable leverage ratio. The swap became effective on May 4, 2023 and matures on April 3, 2027.

Achieving the anticipated benefits of the Freedom Acquisition in a timely manner depends on the Corporation's ability to consolidate and integrate Freedom's businesses, operations, and workforce in a manner that facilitates growth opportunities and achieves the projected cost savings and revenue growth without adversely affecting the Corporation's current operations. Integrating Freedom may be challenging and time-consuming, and may result in additional and unforeseen expenses, capital investments and financial risks, such as the incurrence of unexpected write-offs, the possible effect of adverse tax treatments and unanticipated or unknown liabilities or risks relating to Freedom. The outcome of unforeseen litigation or other regulatory proceedings associated with the Freedom Acquisition could also result in changes to the parameters of the transactions. All of these factors could decrease or delay the expected benefits of the Freedom Acquisition. Even if the Corporation successfully integrates Freedom's businesses, the anticipated benefits of the Freedom Acquisition may not be fully realized or they could take longer to realize than expected.

The Freedom Acquisition will support the expansion of the Corporation's telecommunications operations as it has led to an increase in reach of its mobile network from 7.5 million Canadians (or 20% of the Canadian population) to more than 26 million Canadians (or 70% of the Canadian population). The Corporation has entered the British Columbia and Alberta telecommunications markets through the Freedom Acquisition and strengthened its position in the Ontario market, such that approximately 45% of mobile subscribers of

the Corporation are in Québec, 40% in Ontario and 15% in Western Canada. These markets are characterized by the significant presence of three well-established national wireless carriers, including two ILECs and a BDU, with a wide range of spectrum licences and considerable operational and financial resources. The Corporation anticipates that significant and recurring investments and costs will be required in these new markets in order to, among other things, attract and retain customers, acquire new spectrum licence to enable the deployment of the latest technologies, enable the expansion and maintenance of its mobile network, enable the launch and penetration of new services, compete effectively with the ILECs and other existing or potential competitors in these markets, and implement marketing strategies and relevant commercial efforts. Such additional investments in the Corporation's new markets may require the commitment of significant additional capital and may not translate into incremental revenues, cash flows or profitability at the levels anticipated by the Corporation or at all.

As of October 2023, the Corporation began expanding its wireless business outside of its traditional Québec footprint by entering new markets as a MVNO. Entering new markets as a MVNO enables the Corporation to further expand its reach and offer its services to more customers. The Corporation anticipates that significant and recurring investments may be required in the new markets where it has spectrum licences and where it operates as a MVNO. In particular, the Corporation is expected to benefit from the MVNO service access for a limited period of seven years from the date of final approval by the CRTC of the tariffed terms and conditions (the "phase out period"), and is subject to the conditions under which its spectrum licences were issued. Failure to adequately expand its own wireless network before the end of the phase out period expose the Corporation to the risk of no longer being in position to serve its customers following the end of the term of the MVNO service access or to be in breach of its spectrum licence conditions.

Any material failure to implement the Corporation's wireless business geographic expansion could have an adverse effect on its reputation, business, financial condition, prospects, and results of operations, as well as on its ability to meet its obligations, including its ability to service its indebtedness.

Investments in connection with its new Freedom and Videotron markets and to address significant and rapid technological changes

The Corporation is required and will continue to invest substantial capital for the upgrade, enhancement, expansion and maintenance of its networks and systems, and the launch and deployment of new or additional services, including expenditures relating to the deployment of LTE-Advanced/5G mobile technologies and to expand geographically. The Corporation also expects to make significant and recurring investments in its new Freedom and Videotron markets as well as in additional locations to acquire new spectrum licences, including in Manitoba, in order to, among other things, enable the deployment of the latest technologies, enable the expansion and maintenance of newly acquired mobile networks, enable the launch and penetration of new services, and compete effectively with existing or potential competitors in these markets. Such additional investments, which are anticipated to be significant, in the Corporation's new markets may require the commitment of considerable additional capital. Moreover, additional investments in its business may not translate into incremental revenues, cash flows or profitability. See also the risk factor "*Geographic expansion*".

New technologies in the telecommunication industry, including 5G technology, are evolving faster than the historical industry investment cycle, requiring the Corporation to continually invest in its services, networks and technologies. Their introduction and pace of adoption could result in requirements for additional immediate capital investments not currently planned, as well as shorter estimated useful lives for certain of the Corporation's existing assets. The Corporation's strategy of maintaining a competitive position in the suite of products and services it offers and of launching new products and services requires capital investments in its networks, information technology systems and infrastructure, as well as the acquisition of spectrum, to support growth in its customer base and its demands for increased bandwidth capacity and other services.

New technologies can also materially impact the Corporation's businesses in a number of ways, including affecting the demand for and the distribution methods of its products and services. If the Corporation adopts technology or equipment that is not as effective or attractive to consumers as that which is employed by its competitors, if the Corporation lags behind its competitors in adopting technologies desired by consumers, or if the Corporation fails to execute effectively on its technology initiatives, the Corporation's business, reputation, prospects, financial condition and results of operations could be adversely affected. There can be no assurance that the Corporation can execute on these technology initiatives in a manner sufficient to grow or maintain its revenue or to successfully compete in the future.

The cost of the acquisition, development or implementation of new technologies and spectrum could be significant and the Corporation's ability to fund such acquisition, development or implementation may be limited, which could have a material adverse effect on its ability to successfully compete in the future. Any such difficulty or inability to compete could have a material adverse effect on its business, reputation, prospects, financial condition and results of operations.

Consumer trends to abandon traditional telephony and television services

The recent trend towards mobile substitution (when users cancel their wireline telephony services and opt exclusively for mobile telephony services) is largely the result of the increasing mobile penetration rate in Canada. In addition, there is also a consumer

trend to abandon, substitute or reduce traditional television services for Internet access services allowing customers to stream directly from broadcasters and OTT content providers. Consequently, the Corporation may not be successful in converting its existing wireline telephony and television subscriber base to its mobile telephony services, its Internet access services or its OTT entertainment platforms, which could have a material adverse effect on its business, prospects, revenues, results of operations and financial condition.

Access to support structures

The Corporation requires access to the support structures of hydroelectric and telephone utilities and needs municipal rights of way to deploy its cable and mobile networks. Where access to the structures of telephone utilities cannot be secured, the Corporation may apply to the CRTC to obtain a right of access under the Telecommunications Act. The Corporation has entered into comprehensive support structure access agreements with all the major hydroelectric companies and all the major telecommunications companies in its service territory. In the event that the Corporation seeks to renew or to renegotiate these agreements, it cannot guarantee that these agreements will continue to be available on their respective terms, on acceptable terms, or at all, which may place the Corporation at a competitive disadvantage and which may have a material adverse effect on its business and prospects.

The Corporation will need to enter into support structure access agreements with electricity distribution companies and telecommunications companies as well as to obtain municipal rights of way for its mobile network expansion. Make ready work, which is the strengthening of the poles and/or relocation of other facilities on the poles to accommodate additional attachments, often takes several months to years to complete, which may delay the Corporation's network expansion. If the Corporation has to support increasing costs in securing access to support structures needed for its cable and mobile network or is unable to secure access agreements or municipal rights of way, it may not be able to implement its business strategies which may have a material adverse effect on its business and prospects. See also the risk factor "*Competition and technological development*".

Roaming agreements

The Corporation has entered into roaming agreements with multiple carriers around the world, and has thereby established worldwide coverage for its customers. Its inability to extend its worldwide coverage or to renew, or substitute for, these roaming agreements on acceptable terms, may place the Corporation at a competitive disadvantage, which could adversely affect its ability to operate its mobile business successfully and profitably. In addition, if the Corporation is unable to renew, or substitute for, these roaming agreements on a timely basis and at an acceptable cost, its cost structure could materially increase, and, consequently, its business, prospects, revenues, financial condition and results of operations could be adversely affected.

Ongoing access to spectrum

Wireless, video and broadband services are undergoing rapid and significant technological changes and a dramatic increase in usage, in particular, from the demand for faster and seamless usage of video and data across mobile and fixed devices. It is projected that this demand will continue to accelerate, driven by the following increases: levels of broadband penetration; need for personal connectivity and networking; teleworking; affordability of mobile devices; multimedia-rich services and applications; and unlimited data plans. The anticipated levels of data traffic will represent a growing challenge to the current mobile network's ability to serve this traffic. Even though the Corporation has acquired blocks of spectrum in the 3500 MHz and 3800 MHz bands, both essential for 5G technology, it will have to acquire additional spectrum in order to address this increased demand and to be competitive with national incumbent wireless carriers. The ability to acquire additional spectrum at a reasonable price or at all is dependent on the competition level as well as the spectrum auction timing and rules. In previous auctions, ISED has used, and the Corporation has benefited from, certain measures to support competition, which notably included spectrum set-asides and spectrum aggregation limits ensuring that a minimum amount of spectrum was effectively available for participants that were not national incumbent wireless carriers. There can be no assurance that these measures will be used again by ISED in future auctions, or that the Corporation will be able to benefit from such measures. If the Corporation is not successful in acquiring additional spectrum it may need on reasonable terms, or at all, that could have a material adverse effect on its business, prospects and financial condition. See also the risk factor "*Geographic expansion*".

Rapid growth

The Corporation has experienced substantial growth in its business and has significantly expanded its operations over the years. It has sought in the past, and may, in the future, seek to further expand the types of businesses and geographic areas in which it operates, under appropriate conditions. The Corporation can provide no assurance that it will be successful in either developing or fulfilling the objectives of any such business expansion.

In addition, the Corporation's expansion may require the Corporation to incur significant costs or divert significant resources, and may limit its ability to pursue other strategic and business initiatives, which could have an adverse effect on its business, prospects, results of operations and financial condition. Furthermore, if the Corporation is not successful in managing its growth, or if it is required to

incur significant or unforeseen costs, its business, prospects, results of operations and financial condition could be adversely affected. See also the risk factor “*Geographic expansion*”.

Capital expenditures

There can be no assurance that the Corporation will be able to generate or otherwise obtain the funds to implement its business strategies and finance its capital expenditure programs or other investment requirements, whether through cash from operations, additional borrowings or other sources of funding. If the Corporation is unable to generate sufficient funds or obtain additional financing on acceptable terms, it may be unable to implement its business strategies, including its expansion outside of Québec, or proceed with the capital expenditures and investments required to maintain its leadership position, and its business, financial condition, results of operations, reputation, and prospects could be materially adversely affected. See also the risk factor “*Geographic expansion*”.

Implementation of changes to the structure of its business

The Corporation has and will continue to implement changes to the structure of its business due to many factors, such as a system replacement or upgrade, a process redesign, a corporate restructuring and the integration of business acquisitions, including the Freedom Acquisition, or existing business units. These changes must be managed carefully with a view to capturing the intended benefits. The implementation process may negatively impact overall customer experience and may lead to greater-than-expected operational challenges, employee turnover, operating costs and expenses, customer losses, and business disruption for the Corporation, all of which could adversely affect its business and its ability to gain the anticipated benefits.

Successful implementation of business and operating strategies

The Corporation's business strategies are based on leveraging an integrated platform of media assets. The Corporation's strategies include offering multiplatform advertising solutions, generating and distributing content across a spectrum of media properties and assets, pursuing cross promotional opportunities, strengthening its position as telecommunications leader, introducing new and enhanced products and services, enhancing its advanced wireline and wireless networks, further expanding into new geographies, developing high quality and premium content, further integrating the operations of its subsidiaries and maximizing customer satisfaction across its business. The Corporation may not be able to implement these strategies successfully or realize their anticipated results fully or at all, and their implementation may be costlier or more challenging than initially planned. In addition, its ability to successfully implement these strategies could be adversely affected by a number of factors beyond its control, including operating difficulties, increased dependence on third party suppliers and service providers, increased ongoing operating costs, regulatory developments, regulatory approvals, general or local economic conditions, increased competition, technological changes, any restrictive measures put in place in order to contain an outbreak of a contagious disease or other adverse public health development, and other factors described in this section. Any material failure to implement its strategies could have an adverse effect on its reputation, business, financial condition, prospects, and results of operations, as well as on its ability to meet its obligations, including its ability to service its indebtedness.

As part of the Corporation's strategy, in recent years, the Corporation has entered into certain agreements with third parties under which it is committed to making significant operating and capital expenditures in the future in order to offer new products and services to its customers. The Corporation can provide no assurance that it will be successful in developing such new products and services in relation to these engagements, including the marketing of new revenue sources.

Inventory obsolescence

The Corporation's products and equipment in inventory generally have a relatively short lifecycle and may become obsolete due to frequent technological changes. If the Corporation cannot effectively manage inventory levels based on product demand, or minimum order quantities from its suppliers, this could increase the risk of inventory obsolescence and could have an adverse effect on its business, financial condition and results of operations.

Key personnel

The Corporation's success depends to a large extent on the well-being and engagement of its team members, their diverse abilities and experiences, the continued services of its senior management and its ability to attract and retain skilled employees. There is intense competition for qualified management and skilled employees in the Corporation's industry. As a result, the Corporation may experience higher than anticipated levels of employee attrition. These risks relating to attracting and retaining strong talent may be exacerbated by recent labour constraints and inflationary pressures on employee wages and benefits. The Corporation's failure to recruit, train and retain such employees could have a material adverse effect on its business, prospects, results of operations and financial condition.

In addition, in order to implement and manage its businesses and operating strategies effectively, the Corporation must sustain a high level of efficiency and performance, continually enhance its operational and management systems, and continue to effectively attract, train, motivate and manage its employees. Labour shortages could negatively affect the Corporation's ability to succeed in its

efforts. If the Corporation is not successful in this respect, it may have a material adverse effect on its business, prospects, results of operations and financial condition.

Strikes, other labour protests and health risks affecting employees

The Corporation can neither predict the outcome of current or future negotiations relating to labour disputes, union representation or renewal of collective bargaining agreements, nor guarantee that it will not experience future work stoppages, strikes or other forms of labour protests pending the outcome of any current or future negotiations. If the Corporation's unionized workers engage in a strike or any other form of work stoppage, the Corporation could experience a significant disruption to its operations, damage to its property and/or interruption to its services, which could adversely affect its business, assets, financial condition, results of operations and reputation. Even if the Corporation does not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect its business and results of operations. Such could be the case if current or future labour negotiations or contracts were to further restrict the Corporation's ability to maximize the efficiency of its operations. In addition, its ability to make short-term adjustments to control compensation and benefit costs is limited by the terms of its collective bargaining agreements.

Health threats to the Corporation's employees resulting from epidemics, pandemics or other health issues could adversely affect its business, assets, financial conditions, results of operations and reputation.

The COVID-19 pandemic has accelerated the Corporation's adoption of a remote work policy establishing guidelines for its employees when working from home. Remote work arrangements of its employees and those of certain of its suppliers could introduce additional operating risks including, but not limited to, confidentiality risks, privacy risks, information security risks, health and safety risks and impair its ability to manage its business. This situation could also result in an increase in the number of legal proceedings and other claims related to the pursuit of its activities outside of its usual premises.

Distribution, production and acquisition of original programming

The financial performance of the Corporation's television, subscription-based OTT entertainment (Club illico and Vrai), video-on-demand ("VOD") and mobile services depends in large part on its ability to distribute a wide range of appealing video programming on its platforms and on its ability to produce and acquire original content on an ongoing basis.

In its telecommunications business, the Corporation obtains video programming rights from suppliers pursuant to programming contracts. In recent years, these suppliers have become vertically integrated and are now more limited in number. The Corporation may be unable to maintain key programming contracts at commercially reasonable rates for video programming. Loss of programming contracts, the Corporation's inability to obtain programming at reasonable rates or its inability to pass rate increases through to its customers could have a material adverse effect on its business, prospects, results of operations and financial condition.

Increased competition in the television, OTT and VOD industry from local and foreign OTT content providers with access to substantial financial resources may result in a competitive disadvantage from a content perspective and may have a material adverse effect on the Corporation's business, prospects, revenues financial conditions and results of operations.

Furthermore, Bill C-11, *An Act to amend the Broadcasting Act and to make related and consequential amendments to other Acts*, also known as the Online Streaming Act, which expressly brings foreign OTT content providers within the scope of the *Broadcasting Act* (Canada) (the "Broadcasting Act") was passed by Parliament and received Royal Assent on April 27, 2023. On May 12, 2023, the CRTC launched the first phase of its consultations to implement Bill C-11 and modernize Canada's broadcasting system. The objective of this first step is to define the conditions of registration and service as well as the initial framework of contributions for foreign and domestic OTT content providers. This consultation will be followed by phase 2 and 3. As the CRTC will progressively adopt the modernized regulatory framework, foreign OTT content providers will be subjected to obligations to promote Canadian cultural products and make material expenditures in order to support local cultural production. Bill C-11 could increase competition and put greater pressure on the price of Canadian content.

Rising adoption of web-based and application-based channels

To better meet the changing habits and expectations of consumers and businesses, the Corporation's competitors are rapidly developing digital platforms, which allow them to sell and distribute their products on web-based or application-based channels and to shift customer interaction to digital platforms driving more self-help, self-install and self-service. If the Corporation does not succeed in implementing and pursuing its own digital strategy and fails to evolve its customer experience in line with customers' demands, this could place the Corporation at a competitive disadvantage, which could have an adverse effect on its business, prospects, results of operations and financial condition.

Single-clustered network

The Corporation provides its television, Internet access, wireline telephony and mobile telephony services through primary headends and a series of secondary or regional headends interconnected through a single core network. Nowadays, this evolved network

topology is commonly adopted by multiple system operators seeking to leverage converged network technologies in their quest for homogeneous, rapid, efficient and cost-effective service delivery. Despite available emergency backup or replacement sites, automatic failover systems, and disaster recovery measures, a network failure in headend, triggered by exogenous threats, such as cyber-attacks, natural disasters, sabotage or terrorism, dependence on certain external infrastructure providers (such as electric utilities), or endogenous causes like deficient interoperable multi-vendor infrastructures, human error or non-adherence to proper change and incident management practices, could prevent the Corporation from delivering some or all of its products and services throughout its networks until the failure has been completely resolved, which may result in significant customer dissatisfaction, loss of revenues and potential civil litigation, and could have a material adverse effect on the Corporation's financial condition and industry-wide reputation.

Reputation

The Corporation has generally enjoyed a good reputation among the public. Its ability to maintain its existing customer relationships and to attract new customers depends to a large extent on its reputation. While the Corporation has put in place certain mechanisms to mitigate the risk that its reputation may be tarnished, including good governance practices and a Code of Ethics, there can be no assurance that these measures will be effective to prevent violations or perceived violations of the law or ethical business practices. The loss or tarnishing of the Corporation's reputation could have a material adverse effect on its business, prospects, financial condition and results of operations.

Protection of personal data

The ordinary course of the Corporation's businesses involves the receipt, collection, storage and transmission of sensitive data, including its proprietary business information and that of its customers, and personally identifiable information of its customers and employees, whether in its systems, infrastructure, networks and processes, or those of its suppliers.

The Corporation faces risks inherent in protecting the security of such personal data. In particular, the Corporation faces a number of challenges in protecting the data contained and hosted on its systems, or those belonging to its suppliers, including from advertent or inadvertent actions or inactions by its employees, as well as in relation to compliance with applicable laws, rules and regulations relating to the collection, use, disclosure and security of personal information, including any requests from regulatory and government authorities relating to such data. Although the Corporation has developed and maintains systems, processes and security controls that are designed to protect personally identifiable information of its clients, employees or business partners, the Corporation may be unable to prevent the improper disclosure, loss, misappropriation of, unauthorized access to, or other security breaches relating to such data that the Corporation stores or processes or that its suppliers store or process. As a result, the Corporation may incur significant costs, be subject to investigations, sanctions and litigation, including under laws that protect the privacy of personal information, and the Corporation may suffer damage to its business, competitive position and reputation, which could have a material adverse effect on its financial condition.

On September 22, 2021, Québec's National Assembly adopted Bill 64, *An Act to modernize legislative provisions as regards the protection of personal information*. The first and second sets of requirements came into force on September 22, 2022 and September 22, 2023 respectively, with the remainder coming into force in 2024. The bill modifies the obligations of public bodies and private sector enterprises by modernizing the framework applicable to the protection of personal information and imposes new obligations on the Corporation. Bill 64 adds important deterrent powers to the authorities in charge of their application. Federal and provincial legislation in the area of privacy and personal information is constantly evolving and is expected to undergo significant changes in the coming years. The Corporation does not expect compliance with this legislation to threaten its business, but it may incur significant costs to update its security systems, processes and controls, which could have a material adverse effect on its financial condition.

In June 2022, the Canadian government introduced Bill C-27, the Digital Charter Implementation Act, 2022, which aims to replace Canada's federal private sector privacy legislation, to create a new tribunal and to propose new rules for artificial intelligence systems. If enacted in its current form, Bill C-27 could result in additional compliance costs for the Corporation and expose the Corporation to significant monetary penalties in the event of non-compliance.

Cybersecurity

Although the Corporation has implemented and regularly reviews and updates processes and procedures to protect against customers and business service interruption, unauthorized access to or use of sensitive data, including data of its customers, and to prevent data loss or theft, and, although ever-evolving cyber-threats require the Corporation to continually evaluate and adapt its systems, infrastructure, networks and processes, the Corporation cannot assure that its systems, infrastructure, networks and processes, as well as those of its suppliers, will be adequate to safeguard against unauthorized access by third parties or errors by employees or by third-party suppliers.

Cybersecurity risks have increased in recent years as a result of the proliferation of new technologies and the increased sophistication of cyber-attacks and data security breaches, as well as due to international and domestic political factors including geopolitical

tensions, armed hostilities, war, civil unrest, sabotage and terrorism. Because of the nature of its infrastructure and its use of information systems and other digital technologies, the Corporation faces a heightened risk of cyber-attacks. With social media increasingly prevalent, social engineering has become a powerful tool to conduct identity theft and fraud trying to access critical systems and sensitive or personal data.

In this regard, the Corporation is at risk from increasingly sophisticated phishing attacks, SIM swaps, fraudulent ports and other types of frauds. Human error can also contribute to a cyber incident, and cyber-attacks can be internal as well as external and occur at any point in its supply chain, which can have a significant impact on downstream operations and the use of ransomware in cyberattacks have also evolved as important considerations in the cybersecurity threat. If the Corporation is subject to a significant cyber-attack or breach, unauthorized access, errors of third-party suppliers or other security breaches, the Corporation may incur significant costs, be subject to investigations, sanctions and litigation, including under laws that protect the privacy of personal information, and it may suffer damage to its business, competitive position and reputation, which could have a material adverse effect on its financial condition.

In addition, a cyber-attack could occur and persist for an extended period without detection. Any investigation of a cyber-attack or other security incident may be inherently unpredictable, and it would take time before the completion of any investigation and availability of full and reliable information. During such time, the Corporation may not know the extent of the harm or how best to remediate it, and certain errors or actions could be repeated or compounded before they are discovered and remediated, all or any of which could further increase the costs and consequences of a cyber-attack or other security incident, and its remediation efforts may not be successful. The inability to implement, maintain and upgrade adequate safeguards could materially and adversely affect the Corporation's results of operations, cash flows, and financial condition. As cyber-attacks continue to evolve, the Corporation may be required to expend significant additional resources to continue to modify or enhance its protective measures or to investigate and remediate any information security vulnerabilities.

The costs associated with a major cyber-attack could also include expensive incentives offered to existing customers and business partners to retain their business, increased expenditures on cybersecurity measures and the use of alternate resources and lost revenues and customers from business interruption and litigation. The Corporation's contractual risk transfers do not eliminate the risk completely and the potential costs associated with these attacks could exceed the scope and limits of the insurance coverage the Corporation maintains.

Protection from piracy

The Corporation may not be able to protect its services and data from piracy. It may be unable to prevent electronic attacks to gain unauthorized access to its networks, digital programming, and Internet access services. The Corporation uses encryption technology to protect its television signals and OTT service from unauthorized access and to control programming access based on subscription packages. It may not be able to deploy adequate technology to prevent unauthorized access to its networks, programming and data, which may have an adverse effect on its customer base and lead to a possible decline in its revenues, as well as to significant remediation costs and legal claims.

Malicious and abusive Internet practices

The Corporation's customers utilize its cable, mobile and fibre-optic connectivity business networks to access the Internet and, as a consequence, the Corporation or its customers may become a victim of common malicious and abusive Internet activities, such as unsolicited mass advertising (or spam) and dissemination of viruses, worms and other destructive or disruptive software. These activities could have adverse consequences on the Corporation's networks and its customers, including deterioration of service, excessive call volume to call centres, and damage to its customers' equipment and data or the Corporation's ones. Significant incidents could lead to customer dissatisfaction and, ultimately, to a loss of customers or revenues, in addition to increased costs to service its customers and protect its networks. Any significant loss of cable, mobile or fibre-optic connectivity business customers, or a significant increase in the costs of serving those customers, could adversely affect the Corporation's reputation, business, prospects, results of operations and financial condition.

Dependence on information technology systems

The day-to-day operation of the Corporation's business is highly dependent on information technology systems, including those of certain third-party suppliers, some of which are based in territories with potential geopolitical risk. Furthermore, the Corporation's business relies on the use of numerous distinct information technology systems, billing systems, sales channels, databases as well as different rate plans, promotions and product offerings, which make its operations increasingly complex and may unfavourably impact its response time to market trends and the risk of billing or service errors. An inability to maintain and enhance the Corporation's existing information technology systems or obtain new systems to accommodate additional customer growth or to support new products, and services could have an adverse impact on its ability to acquire new subscribers, retain existing customers, produce

accurate and timely billing, generate revenue growth, manage operating expenses and carry out operations without interruption; all of which may have a material adverse effect on the Corporation's business, prospects, results of operations and financial condition.

The Corporation has entered into strategic relationships with service providers to ensure access to certain technologies. An inability to maintain these relationships or difficulties implementing its technology roadmap could result in higher capital requirements, prolonged development timelines and substandard performance of its products and services.

Products and services supplied to the Corporation by third-party suppliers may contain latent security issues, including, but not limited to, software and hardware security issues, that would not be apparent upon a diligent inspection. Failure to identify and remedy those issues may result in significant customer dissatisfaction, loss of revenues, and could adversely impact its results of operations and financial condition.

Third-party suppliers and providers

The Corporation depends on third-party suppliers and providers for certain services, hardware, licensed technological platforms and equipment that are, or may become, critical to its operations and network evolution. These materials and services include end-user terminals such as set-top boxes, gateways, Wi-Fi routers, mobile telephony handsets, network equipment such as wireline and telephony modems, servers and routers, fibre-optic cable and equipment, telephony switches, inter-city links, support structures, licensed technological platforms, external cloud-based services and network functions, services and operational software, the "backbone" telecommunications network for its Internet access, telephony services and mobile services; and construction services for the expansion of and upgrades to its wireline and wireless networks. These services, platforms and equipment may be available from a single or limited number of suppliers and therefore the Corporation faces the risks of supply disruption, including due to geopolitical events, external events such as climate change related impacts, epidemics, pandemics or other health issues, business difficulties, restructuring or supply-chain issues. If no supplier can provide the Corporation with the equipment and services that it requires or that comply with evolving Internet and telecommunications standards or that are compatible with the Corporation's other equipment and software interfaces, its business, financial condition and results of operations could be materially adversely affected. In addition, if the Corporation is unable to obtain critical equipment, software, services or other items on a timely basis and at an acceptable cost, its ability to offer its products and services at competitive pricing, or at all, and roll out of its advanced services may be delayed, and its business, financial condition and results of operations could be materially adversely affected.

Moreover, as there are a limited number of manufacturers of mobile devices and customer premises equipment ("CPE"), there is a risk that the Corporation will not be able to maintain agreements for their existing supply on commercially reasonable terms. The rising mobile device and CPE costs as well as potential delays in delivery of mobile devices and CPE, in a price-sensitive market, could negatively impact its revenues, financial condition and results of operations, as the Corporation may not be able to pass on to customers a corresponding increase in the price of its products. Furthermore, some of its competitors benefit from higher purchasing volumes which may provide them the ability to negotiate better prices and faster deliveries from manufacturers.

In addition, the Corporation obtains proprietary content critical to its operations through licensing arrangements with content providers. Some providers may seek to increase fees or impose technological requirements to protect their proprietary content. If the Corporation is unable to renegotiate commercially acceptable arrangements with these content providers, comply with their technological requirements or find alternative sources of equivalent content, its business, financial condition and results of operations could be materially adversely affected.

Litigation and other claims

In the normal course of business, the Corporation is involved in various legal proceedings and other claims relating to the conduct of its business, including class actions. Although, in the opinion of its management, the outcome of current pending claims and other litigation is not expected to have a material adverse effect on its reputation, results of operations, liquidity or financial condition, a negative outcome in respect of any such claim or litigation could have a said adverse effect. Moreover, the cost of defending against lawsuits and the diversion of management's attention could be significant.

Intellectual property rights

The Corporation relies on its intellectual property, such as copyrights, trademarks and trade secrets, as well as licences and other agreements with its vendors and other third parties, to use various technologies, conduct its operations and sell its products and services. Legal challenges to its intellectual property rights, or the ones of third party suppliers, and claims of intellectual property infringement by third parties could require that the Corporation enter into royalty or licensing agreements on unfavourable terms, incur substantial monetary liability, or be enjoined preliminarily or permanently from further use of the intellectual property in question or from the continuation of its businesses as currently conducted. The Corporation may need to change its business practices if any of these events occur, which may limit its ability to compete effectively and could have an adverse effect on its results of operations. In the event that the Corporation believes any such challenges or claims are without merit, they can nonetheless be time-consuming and costly to defend and divert management's attention and resources away from its businesses. Moreover, if the Corporation is

unable to obtain or continue to obtain licences from its vendors and other third parties on reasonable terms, its businesses could be adversely affected.

Piracy and other unauthorized uses of content are made easier, and the enforcement of the Corporation's intellectual property rights is made more challenging, by technological advances. The steps the Corporation has taken to protect its intellectual property may not prevent the misappropriation of its proprietary rights. The Corporation may not have the ability in certain jurisdictions to adequately protect intellectual property rights. Moreover, others may independently develop processes and technologies that are competitive to the Corporation's ones. Also, the Corporation may not be able to discover or determine the extent of any unauthorized use of its proprietary rights. Unauthorized use of its intellectual property rights may increase the cost of protecting these rights or reduce its revenues. The Corporation cannot be sure that any legal actions against such infringers will be successful, even when its rights have been infringed.

Pension plan liability

The economic cycles, employee demographics and changes in regulations could have a negative impact on the funding of the Corporation's defined benefit pension plans and related expenditures. There is no guarantee that the expenditures and contributions required to fund these pension plans will not increase in the future and therefore negatively impact the Corporation's operating results and financial condition. Risks related to the funding of defined benefit plans may materialize if total obligations with respect to a pension plan exceed the total value of its trust assets. Shortfalls may appear due to lower-than-expected returns on investments, changes in the assumptions used to assess the pension plan's obligations and actuarial losses.

Exchange rate fluctuations

Most of the Corporation's revenues, expenses and capital expenditures are denominated in Canadian dollars. However, certain expenses and capital expenditures, such as the purchase of set-top boxes, gateways, modems, mobile devices, the payment of royalties to certain business partners or services providers, and certain costs related to the development and maintenance of its mobile network, are paid in U.S. dollars. Those costs are only partially hedged, hence a significant increase in the U.S. dollar would effect the costs that are not hedged and could have an adverse effect on the Corporation's results of operations and financial condition.

In addition, a substantial portion of the Corporation's debt is denominated in U.S. dollars, and interest, principal and premium, if any, thereon are payable in U.S. dollars. For the purposes of financial reporting, any change in the value of the Canadian dollar against the U.S. dollar during a given financial reporting period would result in a foreign exchange gain or loss on the translation of any unhedged U.S. dollar-denominated debt into Canadian dollars. Consequently, the Corporation's reported earnings and debt could fluctuate materially as a result of foreign-exchange gains or losses. The Corporation has entered into transactions to hedge the exchange rate risk with respect to its U.S. dollar-denominated debt outstanding at December 31, 2023, and it intends in the future to enter into such transactions for new U.S. dollar-denominated debt. These hedging transactions could, in certain circumstances, prove economically ineffective and may not be successful in protecting it against exchange rate fluctuations, or the Corporation may in the future be required to provide cash and other collateral in order to secure its obligations with respect to such hedging transactions, or it may in the future be unable to enter into such transactions on favourable terms, or at all, or, pursuant to the terms of these hedging transactions, the Corporation's counterparties thereto may owe the Corporation significant amounts of money and may be unable to honour such obligations, all of which could have an adverse effect on the Corporation's results of operations and financial condition.

In addition, certain cross-currency swaps entered into by the Corporation include an option that allows each party to unwind the transaction on a specific date at the then settlement amount.

The Corporation holds interests in certain foreign companies. A significant adverse change in the value of the currencies of these foreign companies could have an adverse impact on the results of operations and the financial condition of the Corporation.

The fair value of the derivative financial instruments the Corporation is party to is estimated using period-end market rates and reflects the amount the Corporation would receive or pay if the instruments were terminated and settled at those dates, as adjusted for counterparties' non-performance risk. At December 31, 2023, the net aggregate fair value of the Corporation's cross-currency swaps and foreign-exchange forward contracts was in a net asset position of \$110.8 million on a consolidated basis. These swaps and forward contracts were entered into with large Canadian and foreign financial institutions.

Some of the Corporation's suppliers source their products out of the U.S., therefore, although the Corporation pays those suppliers in Canadian dollars, the prices it pays for such products may be affected by fluctuations in the exchange rate. The Corporation may in the future enter into transactions to hedge its exposure to the exchange rate risk related to the prices of some of those products. However, fluctuations to the exchange rate for the Corporation's purchases that are not hedged could affect the prices the Corporation pays for such purchases and could have an adverse effect on its results of operations and financial condition.

Volatility

The capital and credit markets have experienced significant volatility and disruption in the past, resulting in periods of upward pressure on the cost of new debt capital and severe restrictions in credit availability for many companies. In such periods, the disruptions and volatility in the capital and credit markets have also resulted in higher interest rates or greater credit spreads on the issuance of debt securities and increased costs under credit facilities. Disruptions and volatility in the capital and credit markets could increase the Corporation's interest expense, thereby adversely affecting its results of operations and financial position.

The Corporation's access to funds under its existing credit facilities is dependent on the ability of the financial institutions that are parties to those facilities to meet their funding commitments. Those financial institutions may not be able to meet their funding commitments if they experience shortages of capital and liquidity, or if they experience excessive volumes of borrowing requests within a short period of time. Moreover, the obligations of the financial institutions under the Corporation's credit facilities are several and not joint and, as a result, a funding default by one or more institutions does not need to be made up by the others. Any financial turmoil affecting the banking system and financial markets or any significant financial services institution failures could negatively impact the Corporation's treasury operations, as the financial condition of such parties may deteriorate rapidly and without notice in times of market volatility and disruption.

Some of the Corporation's debt has a variable rate of interest linked to various interest rate benchmarks, such as the Canadian bankers' acceptance rate or the U.S. dollar SOFR. Certain interest rate benchmarks, such as the Canadian bankers' acceptance rate, are in process of being replaced with alternative interest rate benchmark rates which meet new regulatory and market requirements. The consequences of this development cannot be entirely predicted, but could include an increase in the cost of the Corporation's variable rate indebtedness.

Extended periods of volatility and disruptions in the capital and credit markets as a result of uncertainty, rising rates, pandemics, epidemics and other health issues, ongoing changes in or increased regulation of financial institutions, reduced financing alternatives or failures of significant financial institutions could adversely affect the Corporation's access to the liquidity and affordability of funding needed for its businesses in the longer term. Such disruptions could require the Corporation to take measures to maintain a cash balance until markets stabilize or until alternative credit arrangements or other funding for its business needs can be arranged.

Inflation and adverse economic conditions

Widespread and sustained inflation and related interest rate increases are resulting in higher input costs for equipment, products and services, upward wage pressures and higher interest expense. Economic weakness and uncertainty could also cause the Corporation's results of operations to vary materially from expectations. In addition, adverse economic conditions may lead to a lower demand for certain of the Corporation's products, a declining level of retail and commercial activity and increased incidences of customer inability to pay or timely pay for the services or products that the Corporation provides. This may also make it difficult for the Corporation to raise its prices enough to offset rising costs, increased costs of borrowing and reduced amount of funding available in the financial markets, all of which could adversely affect the Corporation's results of operations, cash flows, financial condition and prospects.

Interest and other expenses could vary materially from expectations depending on changes in interest rates, borrowing costs, currency exchange rates, and costs of hedging activities. For example, in response to increasing inflation, the Bank of Canada and the U.S. Federal Reserve, along with central banks around the world, have been raising interest rates and signalled potential additional rate increases. It is difficult to predict the impact of such events on the Corporation, its customers or economic markets more broadly, which have been and will continue to be highly dependent upon the actions of governments and businesses in response to macroeconomic events, and the effectiveness of those actions. Economic downturns may also lead to restructuring actions and associated expenses.

Epidemics, pandemics and other public health emergencies

Pandemic, such as the COVID-19 pandemic, may adversely affect the Corporation's business in a variety of ways, including by restricting certain operations and marketing efforts, and disrupting supply chains. Pandemics, epidemics and other public health issues may pose potential adverse impacts on the Corporation, including, but not limited to: (i) a reduction in demand for the Corporation's products or services, or an increase in delinquent or unpaid bills, due to job losses and associated financial hardship; (ii) a reduction in the availability of content, and therefore a reduction in the Corporation's ability to provide the content and programming that its customers expect; (iii) downgrade or cancellation of customer services; (iv) issues delivering the Corporation's products and services; (v) lost revenues due to the significant economic challenges that small and medium-sized business customers are facing; (vi) uncertainty associated with the costs and availability of resources required to provide appropriate levels of service to customers; (vii) additional capital expenditures, and uncertainty associated with costs, delays and the availability of resources required to maintain, upgrade or expand the Corporation's network in order to accommodate increased network usage, and to expand its self-install and self-serve programs in order to attract new customers; (viii) unexpected increase of user data demand and

increased pressure on the Corporation's network capacity, which could negatively affect its network's performance, availability, speed, consistency and its ability to provide services; (ix) the ability of certain suppliers and vendors to provide products and services to the Corporation; (x) the impact of legislation, regulations and other government interventions in response to pandemics and other public health issues; (xi) the negative impact on global credit and capital markets; and (xii) the ability to access capital markets and fund liquidity needs at a reasonable cost or at all. Any of these risks and uncertainties could have a material adverse impact on the Corporation's business, prospects, results of operations and financial condition.

Asset impairment charges

The Corporation has recorded in the past asset impairment charges which, in some cases, have been material. Subject to the realization of various factors, including, but not limited to, weak economic or market conditions, it may be required to record in the future, in accordance with IFRS accounting valuation principles, additional non-cash impairment charges if the carrying value of an asset in the Corporation's financial statements is in excess of its recoverable value. Any such asset impairment charge could be material and may adversely affect its future reported results of operations and equity, although such charges would not affect its cash flow.

Acquisitions, dispositions, business combinations, or joint ventures

From time to time, the Corporation engages in discussions and activities with respect to possible acquisitions, dispositions, business combinations, or joint ventures intended to complement or expand its business, some of which may be significant transactions for the Corporation and involve significant risks and uncertainties. The Corporation may not realize the anticipated benefit from any of the transactions it pursues, and may have difficulty incorporating or integrating any acquired business. Regardless of whether the Corporation consummates any such transaction, the negotiation of a potential transaction (including associated litigation), as well as the integration of any acquired business, could require the Corporation to incur significant costs and cause diversion of management's time and resources and disrupt its business operations. It could face several challenges in the consolidation and integration of information technology, accounting systems, personnel and operations. See also the risk factor "*Geographic expansion*".

If the Corporation determines to sell individual properties or other assets or businesses, it will benefit from the net proceeds realized from such sales. However, its results of operations may suffer in the long term due to the disposition of a revenue-generating asset, the timing of such dispositions may be poor, causing it to fail to realize the full value of the disposed asset or the terms of such dispositions may be overly restrictive to the Corporation or may result in unfavourable post-closing price adjustments if some conditions are not met, all of which may diminish the Corporation's ability to repay its indebtedness at maturity.

Any of the foregoing could have a material adverse effect on the Corporation's business, financial condition, operating results, liquidity, and prospects.

Rapid development in AI technology

The Corporation notes heightened difficulty and risk in managing personal data and information collected and mobilized using artificial intelligence ("AI") technology. If Bill C-27, the Digital Charter Interpretation Act, 2022 introduced by the Canadian government, which is proposing new rules to private sector privacy legislation and to the regulation of AI and data used in connection with AI, is passed, the Corporation may incur additional compliance costs and be exposed to important monetary penalties in the event of non-compliance. Moreover, the rapid development in AI technology has significantly increased the danger posed by cybersecurity threats and require greater monitoring and improved risk management solutions to minimize the impact of these threats.

Government acts and regulations risks

The Corporation's operations are subject to extensive government regulation and policy-making in Canada. Laws and regulations govern the issuance, amendment, renewal, transfer, suspension, revocation and ownership of broadcast programming and distribution licences. With respect to distribution, regulations govern, among other things, the distribution of Canadian and non-Canadian programming services and the maximum fees to be charged to the public in certain circumstances. The Corporation's broadcasting distribution and telecommunications operations (including Internet access service) are regulated respectively by the Broadcasting Act and the Telecommunications Act and regulations thereunder. The CRTC, which administers the Broadcasting Act and the Telecommunications Act, has the power to grant, amend, suspend, revoke and renew broadcasting licences, approve certain changes in corporate ownership and control, and make regulations and policies in accordance with the Broadcasting Act and the Telecommunications Act, subject to certain directions from the federal cabinet. The Corporation's wireless and wireline operations are also subject to technical requirements, licence conditions and performance standards under the *Radiocommunication Act* (Canada) (the "Radiocommunication Act"), which is administered by ISED.

Changes to the laws, regulations and policies governing the Corporation's operations, the introduction of new laws, regulations, policies or terms of licence, the issuance of new licences, including additional spectrum licences to its competitors, could have an impact on customer buying practices and/or a material adverse effect on its business (including how the Corporation provides products

and services), prospects, results of operations and financial condition. In addition, the Corporation may incur increased costs in order to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. The Corporation may also incur increased costs as a result of the Memorandum of Understanding on Telecommunications Reliability entered into on September 9, 2022 as between the Corporation and 12 other telecommunication service providers across Canada upon the direction of the federal government, and specifically the Minister of Innovation, Science and Industry (the "MOU"). Under the terms of the MOU, the Corporation is subject to increased obligations related to coordination, roaming, mutual assistance and communications during a telecommunications emergency, including wireless- and/or wireline-based emergencies.

The CRTC launched a comprehensive review of the wireless market. The federal government had requested that the CRTC consider competition, affordability, consumer interests and innovation in its decisions. In a recent decision, the CRTC ordered the national incumbent wireless carriers to provide MVNO access services to regional wireless carriers for a period of seven years. This decision stands to have significant impact on the Corporation's competitive environment, as the Corporation could see the emergence of new MVNO competitors. The Corporation may not be able to compete successfully in the future against existing and such potential new competitors. The most recent regulation from the CRTC in that matter has ruled out, for the moment, the inclusion of Internet of Things ("IoT") and fixed wireless services from the MVNO regulatory framework. This potential increase in competition in the Corporation's mobile telephony business combined with the consequences of the recent CRTC regulation could have a material adverse effect on the Corporation's business, prospects, revenues, financial condition and results of operations.

In light of the Corporation's geographic expansion for its wireless business, the Corporation will face important challenges and uncertainty when negotiating with national incumbent wireless carriers and BDUs in order to reach an agreement for the MVNO access service wholesale rates. In this context, the access rates for MVNO were determined through final offer arbitration ("FOA") with Rogers. The CRTC selected Quebecor's final offer in this matter. However, it is worth noting that Rogers has filed an appeal challenging this decision. Similarly, for Bell's services, MVNO access rates were established through FOA, with the CRTC opting for Bell's final offer. Following the failure of commercial negotiations on access rates with TELUS, the CRTC accepted the Corporation's FOA request. There is currently uncertainty regarding what wholesale rates will be applicable between the Corporation and TELUS and the time that will be required for such wholesale rates to be determined. Moreover, aside from fulfilling its spectrum licence deployment obligations, the mandated MVNO service will be gradually discontinued after seven years. Consequently, the Corporation will be required to deploy and enhance its independent wireless network in the regions where it operates as an MVNO. Neglecting to sufficiently expand its proprietary wireless infrastructure may subject the Corporation to risks, especially if it finds itself unable to cater to its customers when the MVNO services will have been discontinued. Any material failure to implement the Corporation's wireless business geographic expansion could have an adverse effect on its reputation, business, prospects, revenues, financial condition, and results of operations, as well as on its ability to meet its obligations, including its ability to service its indebtedness. In addition, laws relating to communications, data protection, e-commerce, direct marketing and digital advertising and the use of public records have become more prevalent in recent years. Existing and proposed legislation and regulations, including changes in the manner in which such legislation and regulations are interpreted by courts in Canada, the United States and other jurisdictions may impose limits on the Corporation's collection and use of certain kinds of information. Furthermore, the CRTC and ISED have the power to impose monetary sanctions for failure to comply with current regulations.

In March 2023, the CRTC launched a process for additional comments and requests for information following the submission, in May 2022, of a joint application from a group of operators including the Corporation, asking the Commission to undertake an in-depth review of the wholesale roaming rates of national wireless carriers. Furthermore, the manner in which wholesale roaming rates are determined could yield diverse outcomes for the Corporation. High wholesale roaming rates could adversely affect the Corporation's ability to provide comprehensive coverage or substantially increase its cost structure, and this could have a material adverse effect on the Corporation's business, financial condition, and results of operations.

TPIAs access to the Corporation's cable network

The largest ILECs and incumbent cable carriers in Canada (collectively, the "Incumbent Carriers"), including the Corporation, have been required by the CRTC to provide TPIA providers with access to their networks at mandated cost-based rates. Numerous TPIA providers are interconnected to the Corporation's wireline network and are thereby providing retail Internet access services as well as, in some cases, retail VoIP and IP-based television distribution services.

Since 2015, the CRTC has emphasized in a series of decisions the importance it accords to mandated wholesale access service arrangements as a driver of competition in the retail Internet access market. Among other things, the CRTC ordered the Incumbent Carriers, including the Corporation, to provide disaggregated wholesale access services, including access to high speed services provided over fibre access facilities, which were expected to replace existing aggregated wholesale access services after a transition period.

However, on March 8, 2023, the CRTC published a decision wherein it concludes that the disaggregated wholesale access service framework has not fulfilled its mandate and requires reconsideration. The CRTC determined that the network configuration for

disaggregated wholesale access services will remain in Ontario and Québec pursuant to existing tariffs and architecture, but will not be introduced in other markets at this time. Furthermore, the CRTC acknowledged that there are significant issues associated with the existing wholesale access service framework and that viable access to fibre-to-the-premises (“FTTP”) facilities by competitors is of particular concern. In light of the above, the CRTC launched a notice of consultation to review the wholesale access service framework. While it carries out its review, the CRTC imposed an immediate interim reduction of 10% to the monthly capacity charge and declared that existing aggregated tariffs should now be interim. Videotron filed new aggregated wholesale rates on May 30, 2023 for its FTTP access and on June 22, 2023 for its Hybrid Fibre Coaxial (“HFC”) access. Concurrently with the publication of this decision, the CRTC launched a consultation to review its existing framework for wholesale access. The CRTC’s review could lead to mandated arrangements which could permit Internet resellers to enhance their service offerings and/or their competitive positions in the retail market, thereby affecting the Corporation’s ability to recover its cost of providing underlying network services. On November 6, 2023, the CRTC directed Bell and TELUS to provide workable wholesale access to their FTTP networks in Ontario and Québec within six months of the date of the decision. Bell filed a motion for leave to appeal this decision, which was subsequently granted. The Federal Court of Appeal will hear the case on its merits in the coming months. Concurrently, Bell also filed an appeal with the federal cabinet. Videotron has intervened to gain access to the FTTP networks of Bell and TELUS. The implementation of final wholesale rates that are significantly different from the rates proposed by the Corporation could have a material adverse effect on the Corporation’s business, financial condition, and results of operations.

In March 2023, following the CRTC decision in which it addresses the effectiveness of the wholesale access service framework, the Government of Canada issued a new policy direction to the CRTC to put in place new rules to improve competition and support consumers, leading to lower prices and better telecommunications services for Canadians. At this time, it is unclear what impact, if any, the new policy direction could have on the Corporation’s business and financial results.

Licence renewals

The Corporation’s AWS-1 licences were renewed in December 2018 for a 20-year term. The Corporation’s other spectrum licences, including in the AWS-3, 700 MHz, 2500 MHz, 600 MHz, 3500 MHz, and 3800 MHz bands, are issued for 20-year terms from their respective dates of issuance. At the end of these terms, the Corporation expects that new licences will be issued for subsequent terms through a renewal process, unless a breach of licence conditions has occurred, a fundamental reallocation of spectrum to a new service is required, or an overriding policy need arises. The process for issuing or renewing licences, including the terms and conditions of the new licences and whether licence fees should apply for a subsequent licence term, are expected to be determined by ISED. If, at the end of their respective term, the Corporation’s licences are not renewed on acceptable terms, or at all, its ability to continue to offer its wireless services, or to offer new services, may be negatively impacted, or its cost structure could materially increase, and, consequently, it could have a material adverse effect on its business, prospects, results of operations and financial condition. If, at any point during the term of its licences, the Corporation is not in compliance with its deployment conditions, ISED may impose various compliance and enforcement measures. These measures may include warnings, administrative monetary penalties, legal action, licence amendments, suspensions, or other measures. In certain cases of non-compliance, ISED may determine that the most appropriate course of action is to revoke the licence.

Government programs

The Corporation benefits from several government programs developed to support major investment projects, the deployment of high-speed Internet services in various regions of Québec, the production and distribution of televisual and cinematographic products, and magazine publishing in Canada, including federal and provincial refundable tax credits. There can be no assurance that the local cultural incentive programs that the Corporation may access in Canada will continue to be available in the future or will not be reduced, amended or eliminated. Any future reductions or other changes in the policies or rules of application in Canada or in any of its provinces in connection with these government incentive programs, including any change in the Québec or the federal programs providing for refundable tax credits, could, among other things, increase the cost of acquiring Canadian content or investment projects affected by these programs and influence the programming of content broadcast or the Corporation’s decision to initiate certain investment projects, including incur capital expenditures for the extension of its wireline and mobile networks, which could have a material adverse effect on its results of operations and financial condition. Canadian content programming is also subject to certification by various agencies of the federal government. If programming fails to so qualify, the Corporation would not be able to use the programs to meet Canadian content programming obligations and might not qualify for certain Canadian tax credits and government incentives.

In addition, the Canadian and provincial governments currently provide grants, incentives and tax credits to attract foreign producers and support domestic film and television production. Many of the major studios and other key customers of the Corporation’s film production and audiovisual services business, content producers for its broadcasting operations, as well as its production and distribution business, finance a portion of their production budgets through these grants, incentives and tax credits. There can be no assurance that these grants, incentives and tax credits will continue at their present levels or at all, and if they are reduced or

discontinued, the level of activity in the motion picture and television industries may be reduced, as a result of which the Corporation's results of operations and financial condition might be adversely affected.

Environmental laws and regulations and climate change

The Corporation is subject to a variety of environmental laws and regulations. Some of its facilities are subject to federal, provincial, state and municipal laws and regulations concerning, for example, emissions to the air, water and sewer discharge, the handling and disposal of hazardous materials and waste, including electronic waste, recycling, soil remediation of contaminated sites, or otherwise relating to the protection of the environment. In addition, laws and regulations relating to workplace safety and worker health, which, among other things, regulate employee exposure to hazardous substances in the workplace, also govern the Corporation's operations. Failure to comply with present or future laws or regulations could result in substantial liability for the Corporation.

The Corporation's properties, as well as areas surrounding those properties, particularly those in areas of long-term industrial use, may have had historic uses, or may have current uses, in the case of surrounding properties, which may affect the Corporation's properties and require further study or remedial measures. The Corporation cannot provide assurance that all environmental liabilities have been determined, that any prior owner of its properties did not create a material environmental condition not known to the Corporation, that a material environmental condition does not otherwise exist on any of its properties, or that expenditure will not be required to deal with known or unknown contamination.

The Corporation, through its subsidiaries, owns, certain properties located on partially remediated former landfills. The operation and ownership of these properties carry inherent risks of environmental and health and safety liabilities, including for personal injuries, property damage, release of hazardous materials, remediation and clean-up costs and other environmental damages. The Corporation may, from time to time, be involved in administrative and judicial proceedings relating to such matters, which could have a material adverse effect on its business, financial condition and results of operations.

Environmental laws and regulations and their interpretation have changed rapidly in recent years and may continue to do so in the future to notably reduce waste, limit greenhouse gas emissions and increase environmental disclosure from companies. For instance, most Canadian provinces have implemented Extended Producer Responsibility regulations in order to encourage sustainable practices such as the "Ecological recovery and reclamation of electronic products," which sets certain recovery targets and which may require the Corporation to monitor and adjust its practices in the future. Evolving public expectations with respect to the environment and increasingly stringent laws and regulations could result in increased costs of compliance, and failure to recognize and adequately respond to them could result in fines, regulatory scrutiny, or have a significant effect on the Corporation's reputation and brands.

Similarly, the Corporation is also exposed to the transition risks related to the transition to a lower-emission economy, which may increase its cost of operations, impact its business plans, and influence stakeholder decisions, each of which could adversely impact its reputation, strategic plan, business, operations or financial results. Foreign and domestic governments continue to evaluate and implement policy, legislation, and regulations regarding reduction of greenhouse gas ("GHG") emissions, adaptation to climate change, transition to a lower-carbon economy, and disclosure of climate-related matters. Such policies, laws and regulations vary at the federal, provincial and municipal levels in which the Corporation operates and are continually evolving. International multilateral agreements, the obligations adopted thereunder, increasing physical impacts of climate change, changing political and public opinion and legal challenges concerning the adequacy of climate-related policy brought against governments and corporations, among other factors, are expected to accelerate the implementation of these measures. Many jurisdictions are either increasing the stringency of existing, or introducing new, legislation or public policy to address climate change and reduce GHG emissions.

Finally, climate change is increasing the severity and frequency of extreme weather-related events, which could potentially result in damages to the Corporation's infrastructure and properties. These physical risks could increase operational and capital costs in order to maintain network operations during and following extreme weather events and to repair damaged equipment and facilities, which could have a material adverse effect on its business, financial condition, and results of operations.

Concerns about alleged health risks relating to radiofrequency emissions

All the Corporation's cell sites comply with applicable laws and the Corporation relies on its suppliers to ensure that the network equipment and customer equipment supplied to it meets all applicable regulatory and safety requirements. Nevertheless, some studies have alleged links between radiofrequency emissions from certain wireless devices and cell sites and various health problems, or possible interference with electronic medical devices, including hearing aids and pacemakers. There is no definitive evidence of harmful effects from exposure to radiofrequency emissions when the limits imposed by applicable laws and regulations are complied with. Additional studies of radiofrequency emissions are ongoing and there is no certainty as to the results of any such future studies.

The current concerns over radiofrequency emissions or perceived health risks of exposure to radiofrequency emissions could lead to additional governmental regulation, diminished use of the Corporation's wireless services or product liability lawsuits that might arise

or have arisen. Any of these could have a material adverse effect on the Corporation's business, prospects, revenues, financial condition and results of operations.

Indebtedness

The Corporation currently has a substantial amount of debt and significant interest payment requirements. The Freedom Acquisition resulted in a significant increase in the Corporation's outstanding debt. As at December 31, 2023, the Corporation had \$7.64 billion of consolidated long-term debt (long-term debt plus bank indebtedness), of which \$1.5 billion is maturing in 2024. The Corporation's indebtedness could have significant consequences, including the following:

- increase its vulnerability to inflation, recession, interest rate fluctuations, and general adverse economic and industry conditions;
- require it to dedicate a substantial portion of its cash flow from operations to making interest and principal payments on its indebtedness, reducing the availability of its cash flow to fund capital expenditures, working capital and other general corporate purposes;
- limit its flexibility in planning for, or reacting to, changes in its businesses and the industries in which the Corporation operates;
- place it at a competitive disadvantage compared to competitors with less debt or greater financial resources; and
- limit, along with the financial and other restrictive covenants in its indebtedness, its ability to, among other things, borrow additional funds on commercially reasonable terms, if at all.

Although the Corporation has significant indebtedness, as at December 31, 2023, it had \$1.92 billion available for additional borrowings under its existing credit facilities on a consolidated basis, and the indentures governing its outstanding Senior Notes would permit it to incur substantial additional indebtedness in the future. If the Corporation or its subsidiaries incur additional debt, the risks the Corporation now faces as a result of its leverage could intensify.

Restrictive covenants

The Corporation's debt instruments contain a number of operating and financial covenants, which may vary depending on their respective governing terms, restricting its ability to, among other things:

- borrow money or sell preferred stock;
- create liens;
- pay dividends on or redeem or repurchase stock;
- make certain types of investments;
- restrict dividends or other payments by some subsidiaries;
- enter into transactions with affiliates;
- issue guarantees of debt; and
- sell assets or merge with other companies.

If the Corporation is unable to comply with these covenants and is unable to obtain waivers from its creditors, it would be unable to make additional borrowings under its credit facilities. Its indebtedness under these agreements would be in default and that could, if not cured or waived, result in an acceleration of such indebtedness and cause cross-defaults under its other debt, including Senior Notes. If the Corporation's indebtedness is accelerated, it may not be able to repay its indebtedness or borrow sufficient funds to refinance it, and any such prepayment or refinancing could adversely affect the Corporation's financial condition. In addition, if the Corporation incurs additional debt in the future or refinances existing debt, it may be subject to additional covenants, which may be more restrictive than those to which it is currently subject. Even if the Corporation is able to comply with all applicable covenants, the restrictions on its ability to manage its business at its sole discretion could adversely affect its business by, among other things, limiting its ability to take advantage of financings, mergers, acquisitions and other corporate opportunities that the Corporation believes would be beneficial.

Ability to refinance

The Corporation may be required from time to time to refinance some of its existing debt at or prior to maturity. Its ability and its subsidiaries' ability to obtain additional financing to repay such existing debt at maturity will depend on a number of factors, including prevailing market conditions, credit availability and its operating performance. There can be no assurance that any such financing will be available to the Corporation on favourable terms or at all.

Success in the development of its Sports and Entertainment business

The Corporation has made and is continuing to make significant investments in an effort to develop its Sports and Entertainment business. Some of these investments require significant expenditures and management attention. The success of such investments involves numerous risks that could adversely affect its growth and profitability, including the following risks: that investments may require substantial financial resources that otherwise could be used in the development of its other businesses; that the Corporation will not be able to achieve the benefits it expects from its investments in the same timeline as its other businesses; and, specifically with regards to the Videotron Centre, that it might not be able to maximize its profitability due to the fact that it does not have a main tenant nor operate in a major market, which makes it harder to attract international talents.

Competition for advertising, circulation revenues/audience

The media industry has experienced fundamental and permanent structural changes. The growth of the Internet has presented alternative content distribution options that compete with traditional media, and an increasing number of non-traditional providers are developing technologies to satisfy the demand for entertainment and information content. Furthermore, the Corporation's customers have an increased control over the manner, content and timing of their media consumption, including through new technologies that give consumers greater flexibility to fast forward or skip advertisements within the Corporation's programming. These alternative technologies and new content distribution options have increased audience fragmentation, reduced the Corporation's Media segment business' audience, readership and circulation levels and have had an adverse effect on advertising revenues from local, regional and national advertisers.

Advertising revenue is the primary source of revenue for the Corporation's Media segment. As a result of those structural changes, competition for advertising spend in traditional media comes mainly from digital media technologies, which have introduced a wide variety of media distribution platforms for viewers, readers and advertisers. These new competitors also include digital advertising giants with greater financial resources and a controlling share of the online advertising market thus reducing demand in some segments of the Corporation's traditional media advertising inventories. Furthermore, the international consolidation of advertising agencies is disrupting the demand model as some of its clients now negotiate through these consolidated positions, therefore putting additional pressure on market prices.

The continuous technological improvements to the Internet and the access to unlimited data, combined with higher download speeds, may continue to divert a portion of the Corporation's Media segment business' existing customer base from traditional media to digital media technology, which could adversely impact the demand for its services. The ability of the Corporation's Media segment to succeed over the long-term depends on various factors, including the Corporation's ability to attract advertisers and consumers to its own digital platforms. In addition, even if successful, the Corporation can provide no assurance that it will be able to recover the costs associated with the implementation of these digital initiatives through incremental revenues, cash flows or profitability.

As the media market continues to change and fragment, the Corporation expects its readership, circulation and audience to reduce and its advertising revenues, business, prospects, results of operations and financial condition could be materially adversely affected.

Finally, the Corporation's revenues and operating results in these businesses depend on the relative strength of the economy in the Corporation's principal markets, as well as the strength or weakness of local, regional and national economic factors. Since a significant portion of the Corporation's advertising revenues is derived from retail, automotive and consumer packaged goods sector advertisers, weakness in these sectors has had and may continue to have an adverse impact on the revenues and results of operations of the Corporation's Media segment.

On November 2, 2023, TVA Group inc., a 68.37% equity-owned subsidiary of the Corporation, announced the implementation of a reorganization plan that will refocus its mission on broadcasting, restructure its news division and optimize its real estate holdings. These changes must be managed carefully with a view to capturing the intended benefits. The reorganization plan may negatively impact overall customer experience and may lead to greater-than-expected operational challenges, employee turnover, operating costs and expenses, customer losses, and business disruption for the Corporation, all of which could adversely affect its business and its ability to gain the anticipated benefits.

Launch of new products and services

The Corporation is investing in the launch of new products and services. During the period preceding or immediately following the launch of a new product or service, revenues are generally relatively modest, while initial operating expenses may prove more substantial. Furthermore, although the Corporation believes in the potential associated with this strategy, there is a possibility that the anticipated profitability could take several years to materialize or may never materialize.

Holding corporation

The Corporation is a holding corporation and a substantial portion of its assets is the capital stock of its subsidiaries. As a holding corporation, the Corporation conducts substantially all of its business through its subsidiaries, which generate substantially all of its

revenues. Consequently, the Corporation's cash flow and ability to service its debt obligations are dependent on the cash flows of its existing and future subsidiaries and the distribution of this cash flow to the Corporation, or on loans, advances or other payments made by those entities to the Corporation. The ability of those entities to pay dividends or make loans, advances or payments to the Corporation will depend on their operating results and will be subject to applicable laws and contractual restrictions contained in the instruments governing their debt. Videotron has several series of debt securities outstanding, and Quebecor Media, Videotron and TVA Group have credit facilities that limit their ability to distribute cash. In addition, if its existing or future subsidiaries incur additional debt in the future or refinance existing debt, the Corporation may be subject to additional contractual restrictions contained in the instruments governing that debt, which may be more restrictive than those to which it is currently subject.

The ability of its subsidiaries to generate sufficient cash flows from operations to allow the Corporation to make scheduled payments on its debt obligations will depend on their future financial performance, which will be affected by a range of economic, competitive and business factors as well as by structural changes, many of which are outside its or their control. If the cash flows and earnings of the Corporation's operating subsidiaries and the amount that they are able to distribute to the Corporation as dividends or otherwise are not sufficient for the Corporation, it may not be able to satisfy its debt obligations. If it is unable to satisfy its debt obligations, it may have to undertake alternative financing plans, such as refinancing or restructuring its debt, selling assets, reducing or delaying capital investments, or seeking to raise additional capital. It can provide no assurance that any such alternative refinancing would be possible; that any assets could be sold, or, if sold, the timing of the sales and the amount of proceeds realized from those sales; that additional financing could be obtained on acceptable terms, if at all; or that additional financing would be permitted under the terms of its various debt instruments then in effect. Inability to generate sufficient cash flows to satisfy the Corporation's debt obligations, or to refinance those obligations on commercially reasonable terms, could have a material adverse effect on its business, prospects, results of operations and financial condition.

Provisions in the Articles that could discourage or prevent a takeover

Provisions in the Corporation's Articles and Bylaws could make it more difficult for a third party to acquire it, even if doing so would be beneficial in the opinion of the holders of the Corporation's Class B Shares. Those provisions principally include:

- the multiple voting feature of the Corporation's Class A Shares; and
- the election structure of the Board of Directors, whereby holders of Class A Shares elect 75% of the Corporation's directors, while holders of Class B Shares elect 25%.

The existence of these provisions could have the effect of delaying, preventing or deterring a change in control of the Corporation, could deprive its shareholders of an opportunity to receive a premium for their Class B Shares as part of a sale of the Corporation, and might ultimately affect the market price of its shares.

Interests of holders of the Corporation's Class A Shares that may conflict with the interests of other shareholders

The Class B Shares have one vote per share, while the Class A Shares have 10 votes per share on all matters to be voted on by shareholders, with the exception of matters where the holders of shares of a single class are entitled to vote separately. As of December 31, 2023 approximately 76% of the combined voting power of all outstanding shares is controlled by a majority shareholder, and the exercise of the voting rights attached to those shares makes it possible to decide or significantly influence all issues submitted to a shareholder vote, including the election of Class A directors and approval of significant corporate transactions, such as amendments to the Corporation's Articles, mergers, amalgamations, or the sale of all or substantially all of its assets.

The holders of the Class A Shares may also have interests that differ from those of the other shareholders and may vote in a way with which other shareholders disagree and which may be adverse to their interests. This concentration of voting power may have the effect of delaying, preventing, or deterring a change in control of the Corporation, could deprive its shareholders of an opportunity to receive a premium for their Class B Shares as part of a sale of the Corporation, and might ultimately affect the market price of its shares.

Financial Instruments and Financial Risk Management

The Corporation's financial risk-management policies have been established in order to identify and analyze the risks faced by the Corporation, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk-management policies are reviewed regularly to reflect changes in market conditions and in the Corporation's activities.

The Corporation uses a number of financial instruments, mainly cash and cash equivalents, restricted cash, trade receivables, contract assets, long-term investments, bank indebtedness, trade payables, accrued liabilities, long-term debt, convertible debentures, lease liabilities and derivative financial instruments.

In order to manage its foreign exchange and interest rate risks, the Corporation uses derivative financial instruments: (i) to set in CAN dollars future payments on debts denominated in U.S. dollars (interest and principal) and certain purchases of inventories and other

capital expenditures denominated in a foreign currency; and (ii) to achieve a targeted balance of fixed- and floating-rate debt. The Corporation does not intend to settle its derivative financial instruments prior to their maturity as none of these instruments is held or issued for speculative purposes.

Table 8
Description of derivative financial instruments at December 31, 2023
(in millions of dollars)

Foreign exchange forward contracts

| Maturity | CAN dollar average exchange rate per one U.S. dollar | Notional amount sold | Notional amount bought |
|------------------|--|-------------------------|---------------------------|
| Videotron | | | |
| Less than 1 year | 1.3430 | \$ 96.0 | US\$ 71.5 |

Interest rate swaps

| Maturity | Notional amount | Pay/receive | Fixed rate | Floating rate |
|------------------|-----------------|--------------------------------|------------|--------------------------------|
| Videotron | | | | |
| 2027 | \$ 700.0 | Pay fixed/ receive floating | 3.503% | 1-month Bankers' acceptance |

Cross-currency swaps

| Hedged item | Hedging instrument | | | |
|-----------------------------------|--------------------|--------------------|--|--|
| | Period covered | Notional amount | Annual interest rate on notional amount in CAN dollars | CAN dollar exchange rate on interest and capital payments per one U.S. dollar |
| Videotron | | | | |
| Secured term credit facility | 1-month period | US\$ 1,554.0 | 1-month Bankers' acceptance + 0.98% | 1.3514 |
| Secured revolving credit facility | 1-month period | US\$ 134.0 | 1-month Bankers' acceptance + 1.07% | 1.3435 |
| 5.375% Senior Notes due 2024 | 2014 to 2024 | US\$ 158.6 | 3-month Bankers' acceptance + 2.67% | 1.1034 |
| 5.375% Senior Notes due 2024 | 2017 to 2024 | US\$ 441.4 | 5.62% | 1.1039 |
| 5.125% Senior Notes due 2027 | 2017 to 2027 | US\$ 600.0 | 4.82% | 1.3407 |
| 3.625% Senior Notes due 2029 | 2021 to 2029 | US\$ 500.0 | 4.04% | 1.2109 |

Certain cross-currency and interest rate swaps entered into by the Corporation include an option that allows each party to unwind the transaction on a specific date at the settlement amount then in effect.

The losses on valuation and translation of financial instruments for 2023 and 2022 are summarized in Table 9.

Table 9
Loss on valuation and translation of financial instruments
(in millions of Canadian dollars)

| | 2023 | | 2022 | |
|--|------|-------|------|------|
| Loss on embedded derivatives related to convertible debentures | \$ | 5.4 | \$ | 18.4 |
| Other | | (0.4) | | 0.8 |
| | \$ | 5.0 | \$ | 19.2 |

A gain on cash flow hedges of \$5.4 million was recorded under “Other comprehensive income” in 2023 (loss of \$67.6 million in 2022).

Fair Value of Financial Instruments

The fair value of long-term debt and convertible debentures is estimated based on quoted market prices when available or on valuation models. When the Corporation uses valuation models, the fair value is estimated based on discounted cash flows using period-end market yields or the market value of similar instruments with the same maturity.

The fair value of derivative financial instruments recognized on the consolidated balance sheets is estimated as per the Corporation's valuation models. These models project future cash flows and discount the future amounts to a present value using the contractual terms of the derivative financial instrument and factors observable in external market data, such as period-end swap rates and foreign exchange rates. An adjustment is also included to reflect non-performance risk, impacted by the financial and economic environment prevailing at the date of the valuation, in the recognized measure of the fair value of the derivative financial instruments by applying a credit default premium, estimated using a combination of observable and unobservable inputs in the market, to the net exposure of the counterparty or the Corporation.

The fair value of embedded derivatives related to convertible debentures is determined by option pricing models using market inputs, including volatility, discount factors and the underlying instrument's implicit interest rate and credit premium.

The carrying value and fair value of long-term debt, convertible debentures and derivative financial instruments as of December 31, 2023 and 2022 are as follows:

Table 10
Fair value of long-term debt, convertible debentures and derivative financial instruments
(in millions of Canadian dollars)

| Asset (liability) | 2023 | | 2022 | |
|---|----------------|--------------|----------------|--------------|
| | Carrying value | Fair value | Carrying value | Fair value |
| Long-term debt ¹ | \$ (7,668.2) | \$ (7,391.0) | \$ (6,517.7) | \$ (5,959.6) |
| Convertible debentures ² | (165.0) | (165.0) | (158.7) | (158.7) |
| Derivative financial instruments | | | | |
| Foreign exchange forward contracts | (1.5) | (1.5) | 3.4 | 3.4 |
| Interest rate swaps | 5.4 | 5.4 | – | – |
| Cross-currency swaps | 106.9 | 106.9 | 516.9 | 516.9 |

¹ The carrying value of long-term debt excludes changes in the fair value of long-term debt related to hedged interest rate risk and financing costs.

² The carrying value and fair value of convertible debentures consist of the principal amount and the value of the conversion features related to the floor and ceiling prices, recognized as embedded derivatives.

³ The net fair value of derivative financial instruments designated as cash flow hedges is an asset position of \$78.0 million as of December 31, 2023 (\$486.3 million in 2022) and the net fair value of derivative financial instruments designated as fair value hedges is an asset position of \$32.8 million as of December 31, 2023 (\$34.0 million in 2022).

Due to the judgment used in applying a wide range of acceptable techniques and estimates in calculating fair value amounts, fair values are not necessarily comparable among financial institutions or other market participants and may not be realized in an actual sale or on the immediate settlement of the instrument.

Credit risk management

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial asset fails to meet its contractual obligations and arises principally from amounts receivable from customers, including contract assets.

The gross carrying amounts of financial assets represent the maximum credit exposure. As of December 31, 2023, the gross carrying amount of trade receivables and contract assets, including their long-term portions, was \$1.40 billion (\$902.9 million as of December 31, 2022).

In the normal course of business, the Corporation continuously monitors the financial condition of its customers and reviews the credit history of each new customer. The Corporation uses its customers' historical terms of payment and acceptable collection periods for each customer class, as well as changes in its customers' credit profiles, to define default on amounts receivable from customers, including contract assets.

As of December 31, 2023, no customer balance represented a significant portion of the Corporation's consolidated trade receivables. The Corporation is using the expected credit losses method to estimate its provision for credit losses, which considers the specific credit risk of its customers, the expected lifetime of its financial assets, historical trends and economic conditions. As of December 31, 2023, the provision for expected credit losses represented 4.4% of the gross amount of trade receivables and contract assets (1.7% as of December 31, 2022), while 5.0% of trade receivables were 90 days past their billing date (4.7% as of December 31, 2022).

The following table shows changes to the provision for expected credit losses for the years ended December 31, 2023 and 2022:

Table 11

Provision for expected credit losses

(in millions of Canadian dollars)

| | 2023 | 2022 |
|---|----------------|----------------|
| Balance at beginning of year | \$ 15.3 | \$ 18.5 |
| Changes in expected credit losses charged to income | 35.6 | 16.5 |
| Business acquisitions | 36.3 | – |
| Write-off | (25.6) | (19.7) |
| Balance at end of year | \$ 61.6 | \$ 15.3 |

The Corporation believes that its product lines and the diversity of its customer base are instrumental in reducing its credit risk, as well as the impact of fluctuations in product-line demand. The Corporation does not believe that it is exposed to an unusual level of customer credit risk.

As a result of its use of derivative financial instruments, the Corporation is exposed to the risk of non-performance by a third party. When the Corporation enters into derivative contracts, the counterparties (either foreign or Canadian) must have credit ratings at least in accordance with the Corporation's risk-management policy and are subject to concentration limits. These credit ratings and concentration limits are monitored on an ongoing basis, but at least quarterly.

Liquidity risk management

Liquidity risk is the risk that the Corporation will not be able to meet its contractual obligations as they fall due and the risk that its financial obligations will have to be met at excessive cost. Among other things, the Corporation manages this exposure through staggered debt maturities. The weighted average term of the Corporation's consolidated debt was approximately 3.5 years as of December 31, 2023 (4.3 years as of December 31, 2022). See also the "contractual obligations" section.

Market risk

Market risk is the risk that changes in market prices due to foreign exchange rates, interest rates and/or equity prices will affect the value of the Corporation's financial instruments. The objective of market risk management is to mitigate and control exposures within acceptable parameters while optimizing the return on risk.

Foreign currency risk

Most of the Corporation's consolidated revenues, expenses and capital expenditures, other than interest expense on U.S.-dollar-denominated debt, purchases of set-top boxes, gateways, modems, mobile devices, the payment of royalties to certain business partners or service providers and certain costs related to the development and maintenance of its mobile networks, are received or paid in CAN dollars. A significant portion of the interest, principal and premium, if any, payable on its debt is payable in U.S. dollars. The Corporation has entered into transactions to hedge the foreign currency risk exposure on its U.S.-dollar-denominated debt obligations outstanding as of December 31, 2023, and to hedge its exposure on certain purchases. Accordingly, the Corporation's sensitivity to variations in foreign exchange rates is economically limited.

The estimated sensitivity on income and on other comprehensive income, before income taxes, of a variance of \$0.10 in the year-end exchange rate of CAN dollars per one U.S. dollar used to calculate the fair value of financial instruments as of December 31, 2023 is as follows:

| Increase (decrease) | Income | Other comprehensive income |
|---------------------|--------|----------------------------|
| Increase of \$0.10 | \$ 0.2 | \$ 6.7 |
| Decrease of \$0.10 | (0.2) | (6.7) |

A variance of \$0.10 in the 2023 average exchange rate of CAN dollars per one U.S. dollar would have resulted in a variance of \$5.9 million on the value of unhedged purchases of goods and services and \$5.8 million on the value of unhedged acquisitions of tangible and intangible assets in 2023.

A variance of 10% in the exchange rate of CAN dollars per one unit of foreign currency as of December 31, 2023 would have resulted in a variance of \$3.9 million in the loss on translation of investments in foreign associates in the consolidated statements of comprehensive income in 2023.

Interest rate risk

Some of the Corporation's bank credit facilities bear interest at floating rates based on the following reference rates: (i) Bankers' acceptance rate, (ii) SOFR, (iii) Canadian prime rate, and (iv) U.S. prime rate. The Senior Notes issued by the Corporation bear interest at fixed rates. The Corporation has entered into cross-currency swap agreements in order to manage cash flow risk exposure. After taking into account hedging instruments, the long-term debt consisted of approximately 67.7% fixed-rate debt (81.7% at December 31, 2022) and 32.3% floating-rate debt (18.3% at December 31, 2022).

The estimated sensitivity on interest payments of a 100 basis-point variance in the year-end Canadian Bankers' acceptance rate as of December 31, 2023 was \$24.2 million.

A variance of 100 basis points in the discount rate used to calculate the fair value of financial instruments, other than convertible debentures and embedded derivatives related to convertible debentures, as of December 31, 2023, would have an immaterial impact on other comprehensive income and no impact on income.

Capital management

The Corporation's primary objective in managing capital is to maintain an optimal capital base in order to support the capital requirements of its various businesses, including growth opportunities.

In managing its capital structure, the Corporation takes into account the asset characteristics of its subsidiaries and planned requirements for funds, leveraging their individual borrowing capacities in the most efficient manner to achieve the lowest cost of financing. Management of the capital structure involves the issuance and repayment of debt and convertible debentures, the issuance and repurchase of shares, the use of cash flows generated by operations, and the level of distributions to shareholders. The Corporation has not significantly changed its strategy regarding the management of its capital structure since the last financial year.

The Corporation's capital structure is composed of equity, bank indebtedness, long-term debt, convertible debentures, embedded derivatives related to convertible debentures, lease liabilities, derivative financial instruments and cash and cash equivalents. The capital structure as of December 31, 2023 and 2022 is as follows:

Table 12
Capital structure of Quebecor
(in millions of Canadian dollars)

| | 2023 | 2022 |
|--|------------|------------|
| Bank indebtedness | \$ 9.6 | \$ 10.1 |
| Long-term debt | 7,632.4 | 6,478.8 |
| Convertible debentures | 150.0 | 150.0 |
| Embedded derivatives related to convertible debentures | 15.0 | 8.7 |
| Lease liabilities | 376.2 | 186.2 |
| Derivative financial instruments | (110.8) | (520.3) |
| Cash and cash equivalents | (11.1) | (6.6) |
| Net liabilities | 8,061.3 | 6,306.9 |
| Equity | \$ 1,837.7 | \$ 1,483.5 |

The Corporation is not subject to any externally imposed capital requirements other than certain restrictions under the terms of its borrowing agreements, which relate, among other things, to permitted investments, inter-corporation transactions, and the declaration and payment of dividends or other distributions.

Contingencies and legal disputes

In the context of disputes between the Corporation and a competitor, legal proceedings have been initiated by the Corporation and against the Corporation. At this stage of proceedings, management of the Corporation does not expect the outcome to have a material adverse effect on the Corporation's results or on its financial position.

There are also a number of other legal proceedings against the Corporation that are pending. Generally, management of the Corporation establishes provisions for claims or actions considering the facts of each case. The Corporation cannot determine when and if any payment will be made related to these legal proceedings.

Critical Accounting Policies and Estimates

Revenue recognition

The Corporation accounts for a contract with a customer only when all of the following criteria are met:

- the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- the entity can identify each party's rights regarding the goods or services to be transferred;
- the entity can identify the payment terms for the goods or services to be transferred;
- the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- it is probable that the entity will collect the consideration to which it is entitled in exchange for the goods or services to be transferred to the customer.

The portion of revenues that is invoiced and unearned is presented as "Deferred revenue" on the consolidated balance sheets. Deferred revenue is usually recognized as revenue in the subsequent year.

Telecommunications

The Telecommunications segment provides services under multiple deliverable arrangements, mainly for mobile contracts in which the sale of mobile devices is bundled with telecommunication services over the contract term. The total consideration from a contract with multiple deliverables is allocated to all performance obligations in the contract based on the stand-alone selling price of each

obligation. The total consideration can be comprised of an upfront fee or a number of monthly installments for the equipment sale and a monthly fee for the telecommunication service. Each performance obligation of multiple deliverable arrangements is then separately accounted for based on its allocated consideration amount.

The Corporation does not adjust the amount of consideration allocated to the equipment sale for the effects of a financing component since this component is not significant.

The Telecommunications segment recognizes each of its main activities' revenues as follows:

- operating revenues from subscriber services, such as television distribution, Internet access, wireline and mobile telephony, and OTT video services are recognized when services are provided;
- revenues from equipment sales to subscribers are recognized when the equipment is delivered;
- operating revenues related to service contracts are recognized in income on a straight-line basis over the period in which the services are provided; and
- wireline connection and mobile activation revenues are deferred and recognized respectively as revenues over the period of time the customer is expected to remain a customer of the Corporation and over the contract term.

When a mobile device and a service are bundled under a single mobile contract, the term of the contract is generally 24 months.

The portion of mobile revenues earned without being invoiced is presented as contract assets on the consolidated balance sheets. Contract assets are realized over the term of the contract.

Media

The Media segment recognizes each of its main activities' revenues as follows:

- advertising revenues are recognized when the advertising is aired on television, is featured in newspapers or magazines or is displayed on the digital properties or on transit shelters;
- revenues from subscriptions to specialty television channels or to online publications are recognized on a monthly basis at the time service is provided or over the period of the subscription;
- revenues from the sale or distribution of newspapers and magazines are recognized upon delivery, net of provisions for estimated returns based on historical rate of returns;
- soundstage and equipment rental revenues are recognized over the rental period;
- revenues derived from speciality film and television services are recognized when services are provided; and
- revenues from distribution of audiovisual content are recognized when the content has been delivered and accepted in accordance with the conditions of the licence or distribution agreement.

Sports and Entertainment

The Sports and Entertainment segment recognizes each of its main activities' revenues as follows:

- revenues from the sale or distribution of books and entertainment products are recognized upon delivery, net of provisions for estimated returns based on historical rate of returns;
- revenues from venue rental, ticket sales (including season tickets) and sales from food concessions are recognized when the events take place and/or goods are sold, as the case may be;
- revenues from the rental of suites are recognized ratably over the period of the agreement;
- revenues from the sale of advertising in the form of venue signage or sponsorships are recognized ratably over the period of the agreement; and
- revenues derived from sporting and cultural event management are recognized when services are provided.

Impairment of assets

For the purposes of assessing impairment, assets are grouped in cash-generating units ("CGUs"), which represent the lowest levels for which there are separately identifiable cash inflows generated by those assets. The Corporation reviews, at each balance sheet date, whether events or circumstances have occurred to indicate that the carrying amounts of its long-lived assets with finite useful lives may be less than their recoverable amounts. Goodwill, intangible assets having an indefinite useful life, and intangible assets not yet available for use are tested for impairment each financial year, as well as whenever there is an indication that the carrying

amount of the asset, or the CGU to which an asset has been allocated, exceeds its recoverable amount. The recoverable amount is the higher of the fair value less costs of disposal and the value in use of the asset or the CGU. Fair value less costs of disposal represents the amount an entity could obtain at the valuation date from the asset's disposal in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. The value in use represents the present value of the future cash flows expected to be derived from the asset or the CGU.

The Corporation uses the discounted cash flow method to estimate the recoverable amount, consisting of future cash flows derived primarily from the most recent budget and three-year strategic plan approved by the Corporation's management and presented to the Board of Directors. These forecasts considered each CGU's past operating performance and market share as well as economic trends, along with specific and market industry trends and corporate strategies. A perpetual growth rate is used for cash flows beyond the three-year strategic plan period. The discount rate used by the Corporation is a pre-tax rate derived from the weighted average cost of capital pertaining to each CGU, which reflects the current market assessment of: (i) the time value of money; and (ii) the risk specific to the assets for which the future cash flow estimates have not been risk-adjusted. The perpetual growth rate was determined with regard to the specific markets in which the CGUs participate. In certain circumstances, the Corporation can also estimate the fair value less cost of disposal with a market approach that consists of estimating the recoverable amount by using multiples of operating performance of comparable entities, transaction metrics and other financial information available, instead of primarily using the discounted cash flow method.

An impairment loss is recognized in the amount by which the carrying amount of an asset or a CGU exceeds its recoverable amount. When the recoverable amount of a CGU to which goodwill has been allocated is lower than the CGU's carrying amount, the related goodwill is first impaired. Any excess amount of impairment is recognized and attributed to assets in the CGU, prorated to the carrying amount of each asset in the CGU.

An impairment loss recognized in prior periods for long-lived assets with finite useful lives and intangible assets having an indefinite useful life, other than goodwill, can be reversed through the consolidated statement of income to the extent that the resulting carrying value does not exceed the carrying value that would have been the result had no impairment loss been recognized previously.

When determining the recoverable amount of an asset or CGU, assessment of the information available at the valuation date is based on management's judgment and may involve estimates and assumptions. Furthermore, the discounted cash flow method used in determining the recoverable amount of an asset or CGU relies on the use of estimates such as the amount and timing of cash flows, expected variations in the amount or timing of those cash flows, the time value of money as represented by the risk-free rate, and the risk premium associated with the asset or CGU.

Therefore, the judgment used in determining the recoverable amount of an asset or CGU may affect the amount of the impairment loss to be recorded to an asset or CGU, as well as the potential reversal of the impairment charge in the future.

Based on the data and assumptions used in its last impairment test, the Corporation believes that there is no significant amount of long-lived assets with finite useful lives, or goodwill and intangible assets with indefinite useful lives, on its books at this time that present a significant risk of impairment in the near future.

The net book value of goodwill as at December 31, 2023 was \$2.72 billion, and the net book value of intangible assets with indefinite useful lives as at December 31, 2023 was \$2.47 billion.

Indefinite useful life of spectrum licences

Management has concluded that spectrum licences have an indefinite useful life. This conclusion was based on an analysis of factors, such as the Corporation's financial ability to renew the spectrum licences, the competitive, legal and regulatory landscape, and future expectations regarding the use of the spectrum licences. The determination that spectrum licences have an indefinite useful life therefore involves judgment, which could have an impact on the amortization charge recorded in the consolidated statements of income if management were to change its conclusion in the future.

Derivative financial instruments and hedge accounting

The Corporation uses various derivative financial instruments to manage its exposure to fluctuations in foreign currency exchange rates and interest rates. The Corporation does not hold or use any derivative financial instruments for speculative purposes. Under hedge accounting, the Corporation documents all hedging relationships between hedging instruments and hedged items, as well as its strategy for using hedges and its risk-management objective. It also designates its derivative financial instruments as either fair value hedges or cash flow hedges when they qualify for hedge accounting. The Corporation assesses the effectiveness of its hedging relationships at initiation and on an ongoing basis.

The Corporation generally enters into the following types of derivative financial instruments:

- The Corporation uses foreign exchange forward contracts to hedge foreign currency rate exposure on anticipated equipment or inventory purchases in a foreign currency. These foreign exchange forward contracts are designated as cash flow hedges.
- The Corporation uses cross-currency swaps to hedge (i) foreign currency rate exposure on interest and principal payments on foreign-currency-denominated debt and/or (ii) fair value exposure on certain debt resulting from changes in interest rates. The cross-currency swaps that set all future interest and principal payments on U.S.-dollar-denominated debt in fixed CAN dollars, in addition to converting an interest rate from a floating rate to a floating rate or from a fixed rate to a fixed rate, are designated as cash flow hedges. The cross-currency swaps are designated as fair value hedges when they set all future interest and principal payments on U.S.-dollar-denominated debt in fixed CAN dollars, in addition to converting the interest rate from a fixed rate to a floating rate.
- The Corporation uses interest rate swaps to manage fair value exposure on certain debts resulting from changes in interest rates. These swap agreements require a periodic exchange of payments without the exchange of the notional principal amount on which the payments are based. These interest rate swaps are designated as fair value hedges when they convert the interest rate from a fixed rate to a floating rate, or as cash flow hedges when they convert the interest rate from a floating rate to a fixed rate.
- The Corporation has established a hedge ratio of one for one for all its hedging relationships as the underlying risks of its hedging derivatives are identical to the hedged item risks.

The Corporation measures and records the effectiveness of its hedging relationships as follows:

- For cash flow hedges, the hedge effectiveness is tested and measured by comparing changes in the fair value of the hedging derivative with the changes in the fair value of a hypothetical derivative that simulates the cash flows of the hedged item.
- For fair value hedges, the hedge effectiveness is tested and measured by comparing changes in the fair value of the hedging derivative with the changes in the fair value of the hedged item attributable to the hedged risk.
- Most of the Corporation's hedging relationships are not generating material ineffectiveness. The ineffectiveness, if any, is recorded in the consolidated statements of income as a gain or loss on valuation and translation of financial instruments.

Under hedge accounting, the Corporation applies the following accounting policies:

- For derivative financial instruments designated as fair value hedges, changes in the fair value of the hedging derivative recorded in income are substantially offset by changes in the fair value of the hedged item to the extent that the hedging relationship is effective. When a fair value hedge is discontinued, the carrying value of the hedged item is no longer adjusted and the cumulative fair value adjustments to the carrying value of the hedged item are amortized to income over the remaining term of the original hedging relationship.
- For derivative financial instruments designated as cash flow hedges, the effective portion of a hedge is reported in other comprehensive income until it is recognized in income during the same period in which the hedged item affects income, while the ineffective portion is immediately recognized in income. When a cash flow hedge is discontinued, the amounts previously recognized in accumulated other comprehensive income are reclassified to income when the variability in the cash flows of the hedged item affects income.

Any change in the fair value of derivative financial instruments recorded in income is included in gain or loss on valuation and translation of financial instruments. Interest expense on hedged long-term debt is reported at the hedged interest and foreign currency rates.

Derivative financial instruments that do not qualify for hedge accounting, including derivatives that are embedded in financial or non-financial contracts that are not closely related to the host contracts, are reported on a fair value basis on the consolidated balance sheets. Any change in the fair value of these derivative financial instruments is recorded in the consolidated statements of income as a gain or loss on valuation and translation of financial instruments.

Convertible debentures

The convertible debentures are accounted for as a financial liability and the cap and floor conversion price features are accounted for separately as embedded derivatives. The embedded derivatives are measured at fair value and any subsequent change in the fair value is recorded in the consolidated statements of income as a gain or loss on valuation and translation of financial instruments.

Pension plans and postretirement benefits

The Corporation offers defined contribution pension plans and defined benefit pension plans to some of its employees.

Quebecor Media's defined benefit obligations with respect to defined benefit pension plans and postretirement benefits are measured at present value and assessed on the basis of a number of economic and demographic assumptions which are established with the assistance of Quebecor Media's actuaries. Key assumptions relate to the discount rate, the rate of increase in compensation, retirement age of employees, healthcare costs, and other actuarial factors. Defined benefit pension plan assets are measured at fair value and consist mainly of equities and corporate and government fixed-income securities.

Remeasurements of the net defined benefit liability or asset are recognized immediately in Other comprehensive income.

Recognition of a net benefit asset is limited under certain circumstances to the amount recoverable, which is primarily based on the present value of future contributions to the plan, to the extent that the Corporation can unilaterally reduce those future contributions. In addition, an adjustment to the net benefit asset or the net benefit liability can be recorded to reflect a minimum funding liability in a certain number of the Corporation's pension plans. The assessment of the amount recoverable in the future and the minimum funding liability is based on a number of assumptions, including future service costs and future plan contributions.

The Corporation considers all the assumptions used to be reasonable in view of the information available at this time. However, variances from certain of those assumptions may have a significant impact on the costs and obligations of pension plans and postretirement benefits in future periods.

Share-based compensation

Stock-based awards to employees that call for settlement in cash, such as deferred share units ("DSUs"), or that call for settlement in cash at the option of the employee, such as stock option awards, are accounted for at fair value and classified as a liability. The compensation cost is recognized in expenses over the vesting period. Changes in the fair value of stock-based awards between the grant date and the measurement date result in a change in the liability and compensation cost.

The fair value of DSUs is based on the underlying share price at the date of valuation. The fair value of stock option awards is determined by applying an option pricing model, taking into account the terms and conditions of the grant and assumptions such as the risk-free interest rate, distribution yield, expected volatility, and the expected remaining life of the option.

Provisions

Provisions are recognized (i) when the Corporation has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and (ii) when the amount of the obligation can be reliably estimated. Restructuring costs, comprised primarily of termination benefits, are recognized when a detailed plan for the restructuring exists and a valid expectation has been raised in those affected that the plan will be carried out.

Provisions are reviewed at each consolidated balance sheet date and changes in estimates are reflected in the consolidated statements of income in the reporting period in which the changes occur.

The amount recognized as a provision is the best estimate of the expenditures required to settle the present obligation at the balance sheet date or to transfer it to a third party at that time and it is adjusted for the effect of time value when material. The amount recognized for onerous contracts is the lower of the cost necessary to fulfill the obligations, net of expected economic benefits deriving from the contracts, and any indemnity or penalty arising from failure to fulfill those obligations.

No amounts are recognized for obligations that are possible but not probable or for those for which an amount cannot be reasonably estimated.

Contract costs

Incremental and direct costs, such as costs to obtain a contract, mainly sales commissions, or the cost of connecting a subscriber to the Corporation's telecommunication network, are included in contract costs and amortized over the period of time the customer is expected to maintain its service or over the contract term. The amortization of contract costs is included in purchase of goods and services in the consolidated statements of income.

Provision for expected credit losses

The Corporation maintains a provision to cover anticipated credit losses from customers who are unable to pay their debts. The provision is reviewed periodically, considering the specific credit risk of its customers, the expected lifetime of its financial assets, historical trends and economic conditions.

Business acquisitions

A business acquisition is accounted for by the acquisition method. The cost of an acquisition is measured at the fair value of the consideration given in exchange for control of the business acquired at the acquisition date. This consideration can be comprised of cash, assets transferred, financial instruments issued, or future contingent payments. The identifiable assets and liabilities of the acquired business are recognized at their fair value at the acquisition date. Goodwill is measured and recognized as the excess of the fair value of the consideration paid over the fair value of the recognized identifiable assets acquired and liabilities assumed.

Determining the fair value of certain acquired assets, assumed liabilities and future contingent considerations requires judgment and involves complete and absolute reliance on estimates and assumptions. The Corporation primarily uses the discounted future cash flows approach to estimate the value of acquired intangible assets.

The estimates and assumptions used in the allocation of the purchase price at the date of acquisition may also have an impact on the amount of an impairment charge to be recognized, if any, after the date of acquisition, as discussed above under "Impairment of assets."

Contingent considerations and future conditional adjustments

Contingent considerations and future conditional adjustments arising from business acquisition or disposal are measured and accounted for at their fair value. The fair value is estimated based on a present value model requiring management to assess the probabilities that the conditions on which the contingent considerations and future conditional adjustments are based will be met in the future. The assessment of these contingent and conditional potential outcomes requires judgment from management and could have an impact on the initial amount of contingent considerations or future conditional adjustments recognized and on any subsequent changes in fair value recorded in the consolidated statements of income.

Interpretation of laws and regulations

Interpretation of laws and regulations, including those of the CRTC and tax regulations, requires judgment from management and could have an impact on revenue recognition, provisions, income taxes and capital expenditures in the consolidated financial statements.

Tax credits, government assistance and deferred subsidies

The Corporation has access to several government programs designed to support large investment projects, the roll-out of high-speed Internet services in various regions of Québec, production and distribution of televisual products and movies, as well as music products, magazine and book publishing in Canada. The Corporation also receives tax credits mainly related to its research and development activities, publishing activities and digital activities. Government financial assistance is accounted for as revenue or as a reduction in related costs, whether capitalized and amortized or expensed, in the year the costs are incurred and when management has reasonable assurance that the conditions of the government programs are being met.

In particular, when government assistance is received in advance, as it was for the program to support the roll-out of high-speed Internet services in various regions of Québec, the amount received is recorded as deferred subsidies on the consolidated balance sheets. When the investments required under the program are realized, the corresponding subsidies are recognized as a reduction in additions to property, plant and equipment. No amount was deferred as of December 31, 2023 since all investments under this program have been incurred (a balance of \$39.3 million as of December 31, 2022).

Income taxes

Deferred income taxes are accounted for using the liability method. Under this method, deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in income in the period that includes the substantive enactment date. A deferred tax asset is recognized initially when it is probable that future taxable income will be sufficient to use the related tax benefits and may be reduced subsequently, if necessary, to an amount that is more likely than not to be realized.

The assessment of deferred income taxes is judgmental in nature and depends on assumptions and estimates as to the availability and character of future taxable income. The ultimate amount of deferred income tax assets realized could be slightly different from that recorded, since it is influenced by the Corporation's future operating results.

The Corporation is under audit at all times by various tax authorities in each of the jurisdictions in which it operates. A number of years may elapse before a particular matter for which management has established a reserve is audited and resolved. The number of years between each tax audit varies depending on the tax jurisdiction. Management believes that its estimates are reasonable and reflect the probable outcome of known tax contingencies, although the outcome is difficult to predict.

Leases

The Corporation recognizes, for most of its leases, a right-of-use asset and a lease liability at the commencement of a lease. The right-of-use asset and the lease liability are initially measured at the present value of lease payments over the lease term, less incentive payments received, using the Corporation incremental borrowing rate or the interest rate implicit in the lease at that date. The term of the lease is comprised of the initial lease term and any additional period for which it is reasonably certain that the Corporation will exercise its extension option.

Right-of-use assets are depreciated over the shorter of the lease term or the useful life of the underlying asset.

Interests on lease liabilities are recorded in the consolidated statements of income as financial expenses and principal payments on the lease liability are presented as part of financing activities in the consolidated statements of cash flows.

Non-IFRS financial measures

The financial measures not standardized under IFRS that are used by the Corporation to assess its financial performance, such as adjusted EBITDA, adjusted income from operating activities, adjusted cash flows from operations, free cash flows from operating activities and consolidated net debt leverage ratio, are not calculated in accordance with, or recognized by IFRS. The Corporation's method of calculating these non-IFRS financial measures may differ from the methods used by other companies and, as a result, the non-IFRS financial measures presented in this document may not be comparable to other similarly titled measures disclosed by other companies.

Adjusted EBITDA

In its analysis of operating results, the Corporation defines adjusted EBITDA, as reconciled to net income under IFRS, as net income before depreciation and amortization, financial expenses, (loss) gain on valuation and translation of financial instruments, restructuring, acquisition costs and other, loss on debt refinancing and income taxes. Adjusted EBITDA as defined above is not a measure of results that is consistent with IFRS. It is not intended to be regarded as an alternative to IFRS financial performance measures or to the statement of cash flows as a measure of liquidity. It should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The Corporation's management and Board of Directors use this measure in evaluating its consolidated results as well as the results of the Corporation's operating segments. This measure eliminates the significant level of impairment and depreciation/amortization of tangible and intangible assets and is unaffected by the capital structure or investment activities of the Corporation and its business segments.

Adjusted EBITDA is also relevant because it is a component of the Corporation's annual incentive compensation programs. A limitation of this measure, however, is that it does not reflect the periodic costs of tangible and intangible assets used in generating revenues in the Corporation's segments. The Corporation also uses other measures that do reflect such costs, such as adjusted cash flows from operations and free cash flows from operating activities. The Corporation's definition of adjusted EBITDA may not be the same as similarly titled measures reported by other companies.

Table 13 provides a reconciliation of adjusted EBITDA to net income as disclosed in Quebecor's consolidated financial statements. The consolidated financial information for the three-month periods ended December 31, 2023 and 2022 presented in Table 13 below is drawn from the Corporation's unaudited quarterly consolidated financial statements.

Table 13**Reconciliation of the adjusted EBITDA measure used in this report to the net income measure used in the consolidated financial statements**

(in millions of Canadian dollars)

| | Years ended December 31 | | | Three months ended December 31 | |
|---|----------------------------|-----------------|-----------------|-----------------------------------|-----------------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Adjusted EBITDA (negative adjusted EBITDA): | | | | | |
| Telecommunications | \$ 2,230.3 | \$ 1,912.9 | \$ 1,875.7 | \$ 559.0 | \$ 475.9 |
| Media | 7.7 | 25.0 | 83.4 | 13.6 | 14.8 |
| Sports and Entertainment | 23.0 | 19.4 | 20.4 | 2.2 | 2.6 |
| Head Office | (23.2) | (22.8) | (6.3) | (9.4) | (10.3) |
| | 2,237.8 | 1,934.5 | 1,973.2 | 565.4 | 483.0 |
| Depreciation and amortization | (909.0) | (767.7) | (783.8) | (231.1) | (189.9) |
| Financial expenses | (408.4) | (323.0) | (333.4) | (107.0) | (79.4) |
| (Loss) gain on valuation and translation of financial instruments | (5.0) | (19.2) | 14.4 | (8.7) | (16.5) |
| Restructuring, acquisition costs and other | (52.4) | (14.5) | (4.1) | (23.5) | (5.2) |
| Loss on debt refinancing | – | – | (80.9) | – | – |
| Income taxes | (227.9) | (213.4) | (197.0) | (53.9) | (49.5) |
| Net income | \$ 635.1 | \$ 596.7 | \$ 588.4 | \$ 141.2 | \$ 142.5 |

Adjusted income from operating activities

The Corporation defines adjusted income from operating activities, as reconciled to net income attributable to shareholders under IFRS, as net income attributable to shareholders before (loss) gain on valuation and translation of financial instruments, restructuring, acquisition costs and other, and loss on debt refinancing, net of income tax related to adjustments and net income attributable to non-controlling interest related to adjustments. Adjusted income from operating activities, as defined above, is not a measure of results that is consistent with IFRS. It should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The Corporation uses adjusted income from operating activities to analyze trends in the performance of its businesses. The above-listed items are excluded from the calculation of this measure because they impair the comparability of financial results. Adjusted income from operating activities is more representative for forecasting income. The Corporation's definition of adjusted income from operating activities may not be identical to similarly titled measures reported by other companies.

Table 14 provides a reconciliation of adjusted income from operating activities to the net income attributable to shareholders measure used in Quebecor's consolidated financial statements. The consolidated financial information for the three-month periods ended December 31, 2023 and 2022 presented in Table 14 below is drawn from the Corporation's unaudited quarterly consolidated financial statements.

Table 14**Reconciliation of the adjusted income from operating activities measure used in this report to the net income attributable to shareholders measure used in the consolidated financial statements**

(in millions of Canadian dollars)

| | Years ended December 31 | | | Three months ended December 31 | |
|---|----------------------------|-----------------|-----------------|-----------------------------------|-----------------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Adjusted income from operating activities | \$ 688.1 | \$ 624.8 | \$ 621.9 | \$ 167.5 | \$ 159.4 |
| (Loss) gain on valuation and translation of financial instruments | (5.0) | (19.2) | 14.4 | (8.7) | (16.5) |
| Restructuring, acquisition costs and other | (52.4) | (14.5) | (4.1) | (23.5) | (5.2) |
| Loss on debt refinancing | – | – | (80.9) | – | – |
| Income taxes related to adjustments ¹ | 12.7 | 8.6 | 26.1 | 6.3 | 4.8 |
| Non-controlling interest related to adjustments | 7.1 | – | 1.0 | 4.6 | – |
| Net income attributable to shareholders | \$ 650.5 | \$ 599.7 | \$ 578.4 | \$ 146.2 | \$ 142.5 |

¹ Includes impact of fluctuations in income tax applicable to adjusted items, either for statutory reasons or in connection with tax transactions.

Adjusted cash flows from operations and free cash flows from operating activities*Adjusted cash flows from operations*

Adjusted cash flows from operations represents adjusted EBITDA, less additions to property, plant and equipment and to intangible assets (excluding licence acquisitions and renewals). Adjusted cash flows from operations represents funds available for interest and income tax payments, expenditures related to restructuring programs, business acquisitions, licence acquisitions and renewals, payment of dividends, repayment of long-term debt and lease liabilities, and share repurchases. Adjusted cash flows from operations is not a measure of liquidity that is consistent with IFRS. It is not intended to be regarded as an alternative to IFRS financial performance measures or to the statement of cash flows as a measure of liquidity. Adjusted cash flows from operations is used by the Corporation's management and Board of Directors to evaluate the cash flows generated by the operations of all of its segments, on a consolidated basis, in addition to the operating cash flows generated by each segment. Adjusted cash flows from operations is also relevant because it is a component of the Corporation's annual incentive compensation programs. The Corporation's definition of adjusted cash flows from operations may not be identical to similarly titled measures reported by other companies.

Free cash flows from operating activities

Free cash flows from operating activities represents cash flows provided by operating activities calculated in accordance with IFRS, less cash flows used for additions to property, plant and equipment and to intangible assets (excluding expenditures related to licence acquisitions and renewals), plus proceeds from disposal of assets. Free cash flows from operating activities is used by the Corporation's management and Board of Directors to evaluate cash flows generated by the Corporation's operations. Free cash flows from operating activities represents available funds for business acquisitions, licence acquisitions and renewals, payment of dividends, repayment of long-term debt and lease liabilities, and share repurchases. Free cash flows from operating activities is not a measure of liquidity that is consistent with IFRS. It is not intended to be regarded as an alternative to IFRS financial performance measures or to the statement of cash flows as a measure of liquidity. The Corporation's definition of free cash flows from operating activities may not be identical to similarly titled measures reported by other companies.

Tables 15 and 16 provide a reconciliation of adjusted cash flows from operations and free cash flows from operating activities to cash flows provided by operating activities reported in the consolidated financial statements. The consolidated financial information for the three-month periods ended December 31, 2023 and 2022 presented in tables 15 and 16 is drawn from the Corporation's unaudited quarterly consolidated financial statements.

Table 15
Adjusted cash flows from operations
(in millions of Canadian dollars)

| | Years ended December 31 | | | Three months ended December 31 | |
|--|----------------------------|-------------------|-------------------|-----------------------------------|-----------------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Adjusted EBITDA (negative adjusted EBITDA): | | | | | |
| Telecommunications | \$ 2,230.3 | \$ 1,912.9 | \$ 1,875.7 | \$ 559.0 | \$ 475.9 |
| Media | 7.7 | 25.0 | 83.4 | 13.6 | 14.8 |
| Sports and Entertainment | 23.0 | 19.4 | 20.4 | 2.2 | 2.6 |
| Head Office | (23.2) | (22.8) | (6.3) | (9.4) | (10.3) |
| | 2,237.8 | 1,934.5 | 1,973.2 | 565.4 | 483.0 |
| Minus | | | | | |
| Additions to property, plant and equipment: ¹ | | | | | |
| Telecommunications | (388.8) | (378.9) | (391.5) | (109.6) | (96.9) |
| Media | (7.1) | (21.8) | (20.3) | (4.9) | (4.7) |
| Sports and Entertainment | (2.1) | (1.0) | (0.8) | (1.5) | (0.4) |
| Head Office | (0.2) | (0.8) | (1.5) | (0.1) | (0.1) |
| | (398.2) | (402.5) | (414.1) | (116.1) | (102.1) |
| Additions to intangible assets: ² | | | | | |
| Telecommunications | (147.9) | (78.2) | (145.6) | (50.8) | (18.8) |
| Media | (5.8) | (10.2) | (24.6) | (1.3) | (1.5) |
| Sports and Entertainment | (5.6) | (2.9) | (3.5) | (1.4) | (0.9) |
| Head Office | (0.9) | (1.1) | (3.3) | (0.1) | (0.3) |
| | (160.2) | (92.4) | (177.0) | (53.6) | (21.5) |
| Adjusted cash flows from operations | | | | | |
| Telecommunications | 1,693.6 | 1,455.8 | 1,338.6 | 398.6 | 360.2 |
| Media | (5.2) | (7.0) | 38.5 | 7.4 | 8.6 |
| Sports and Entertainment | 15.3 | 15.5 | 16.1 | (0.7) | 1.3 |
| Head Office | (24.3) | (24.7) | (11.1) | (9.6) | (10.7) |
| | \$ 1,679.4 | \$ 1,439.6 | \$ 1,382.1 | \$ 395.7 | \$ 359.4 |

| ¹ Reconciliation to cash flows used for additions to property, plant and equipment as per consolidated financial statements: | Years ended December 31 | | | Three months ended December 31 | |
|--|----------------------------|-------------------|-------------------|-----------------------------------|------------------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Additions to property, plant and equipment | \$ (398.2) | \$ (402.5) | \$ (414.1) | \$ (116.1) | \$ (102.1) |
| Net variance in current operating items related to additions to property, plant and equipment (excluding government credits receivable for major capital projects) | 1.2 | 7.4 | (15.2) | 3.4 | 21.7 |
| Cash flows used for additions to property, plant and equipment | \$ (397.0) | \$ (395.1) | \$ (429.3) | \$ (112.7) | \$ (80.4) |

| ² Reconciliation to cash flows used for additions to intangible assets as per consolidated financial statements: | Years ended December 31 | | | Three months ended December 31 | |
|--|----------------------------|------------------|---------------------|-----------------------------------|------------------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Additions to intangible assets | \$ (160.2) | \$ (92.4) | \$ (177.0) | \$ (53.6) | \$ (21.5) |
| Net variance in current operating items related to additions to intangible assets (excluding government credits receivable for major capital projects) | 3.8 | 1.0 | (11.7) | 14.1 | (0.5) |
| Cash flows used for licence acquisitions | (9.9) | – | (830.0) | – | – |
| Cash flows used for additions to intangible assets | \$ (166.3) | \$ (91.4) | \$ (1,018.7) | \$ (39.5) | \$ (22.0) |

Table 16**Free cash flows from operating activities and cash flows provided by operating activities reported in the consolidated financial statements**

(in millions of Canadian dollars)

| | Years ended December 31 | | | Three months ended December 31 | |
|--|----------------------------|-------------------|-------------------|-----------------------------------|-----------------|
| | 2023 | 2022 | 2021 | 2023 | 2022 |
| Adjusted cash flows from operations from Table 15 | \$ 1,679.4 | \$ 1,439.6 | \$ 1,382.1 | \$ 395.7 | \$ 359.4 |
| Plus (minus) | | | | | |
| Cash portion of financial expenses | (400.0) | (315.7) | (325.5) | (104.8) | (77.5) |
| Cash portion of restructuring, acquisition costs and other | (46.0) | (10.3) | (22.0) | (24.3) | (4.4) |
| Current income taxes | (221.2) | (276.7) | (256.9) | (40.4) | (60.1) |
| Other | 2.4 | 1.0 | 8.6 | (1.6) | (4.8) |
| Net change in non-cash balances related to operating activities | (109.1) | (63.1) | (187.1) | (57.7) | (10.2) |
| Net variance in current operating items related to additions to property, plant and equipment (excluding government credits receivable for major capital projects) | 1.2 | 7.4 | (15.2) | 3.4 | 21.7 |
| Net variance in current operating items related to additions to intangible assets (excluding government credits receivable for major capital projects) | 3.8 | 1.0 | (11.7) | 14.1 | (0.5) |
| Free cash flows from operating activities | 910.5 | 783.2 | 572.3 | 184.4 | 223.6 |
| Plus (minus) | | | | | |
| Cash flows used for additions to property, plant and equipment | 397.0 | 395.1 | 429.3 | 112.7 | 80.4 |
| Cash flows used for additions to intangible assets (excluding expenditures related to licence acquisitions and renewals) | 156.4 | 91.4 | 188.7 | 39.5 | 22.0 |
| Proceeds from disposal of assets | (1.7) | (7.0) | (7.7) | (0.9) | (0.5) |
| Cash flows provided by operating activities | \$ 1,462.2 | \$ 1,262.7 | \$ 1,182.6 | \$ 335.7 | \$ 325.5 |

Consolidated net debt leverage ratio

The consolidated net debt leverage ratio represents consolidated net debt, excluding convertible debentures, divided by the trailing 12-month adjusted EBITDA. Consolidated net debt, excluding convertible debentures, represents total long-term debt plus bank indebtedness, lease liabilities, the current portion of lease liabilities and liabilities related to derivative financial instruments, less assets related to derivative financial instruments and cash and cash equivalents. The consolidated net debt leverage ratio serves to evaluate the Corporation's financial leverage and is used by management and the Board of Directors in its decisions on the Corporation's capital structure, including its financing strategy, and in managing debt maturity risks. The consolidated net debt leverage ratio excludes convertible debentures because, subject to certain conditions, those debentures can be repurchased at the Corporation's discretion by issuing Quebecor Class B Shares. Consolidated net debt leverage ratio is not a measure established in accordance with IFRS. It is not intended to be used as an alternative to IFRS measures or the balance sheet to evaluate the Corporation's financial position. The Corporation's definition of consolidated net debt leverage ratio may not be identical to similarly titled measures reported by other companies.

Table 17 provides the calculation of consolidated net debt leverage ratio and the reconciliation to balance sheet items reported in Quebecor's consolidated financial statements.

Table 17
Consolidated net debt leverage ratio
(in millions of Canadian dollars)

| | Dec. 31, 2023 | Dec. 31, 2022 | Dec. 31, 2021 |
|---|-------------------|------------------|------------------|
| Total long-term debt¹ | \$ 7,668.2 | \$ 6,517.7 | \$ 6,554.0 |
| Plus (minus) | | | |
| Lease liabilities ² | 376.2 | 186.2 | 183.2 |
| Bank indebtedness | 9.6 | 10.1 | - |
| Derivative financial instruments ³ | (110.8) | (520.3) | (382.3) |
| Cash and cash equivalents | (11.1) | (6.6) | (64.7) |
| Consolidated net debt excluding convertible debentures | 7,932.1 | 6,187.1 | 6,290.2 |
| Divided by: | | | |
| Trailing 12-month adjusted EBITDA ⁴ | \$ 2,337.1 | \$ 1,934.5 | \$ 1,973.2 |
| Consolidated net debt leverage ratio⁴ | 3.39x | 3.20x | 3.19x |

¹ Excluding changes in the fair value of long-term debt related to hedged interest rate risk and financing costs.

² Current and long-term liabilities.

³ Current and long-term assets less long-term liabilities.

⁴ On a pro forma basis as at December 31, 2023, using Freedom's trailing 12-month adjusted EBITDA.

Key performance indicators

Revenue-generating unit

The Corporation uses RGU, an industry metric, as a key performance indicator. An RGU represents, as the case may be, subscriber connections to the mobile and wireline telephony services and subscriptions to the Internet access and television services. RGU is not a measurement that is consistent with IFRS and the Corporation's definition and calculation of RGU may not be the same as identically titled measurements reported by other companies or published by public authorities.

Average monthly revenue per unit

The Corporation uses ARPU, an industry metric, as a key performance indicator. This indicator is used to measure monthly revenues per average RGU. ARPU is not a measurement that is consistent with IFRS and the Corporation's definition and calculation of ARPU may not be the same as identically titled measurements reported by other companies.

Mobile ARPU is calculated by dividing mobile telephony revenues by the average number of mobile RGUs during the applicable period, and then dividing the resulting amount by the number of months in the applicable period.

Total ARPU is calculated by dividing the combined revenues from mobile and wireline telephony, Internet access, television and OTT services by the total average number of RGUs from mobile and wireline telephony, Internet access and television services during the applicable period, and then dividing the resulting amount by the number of months in the applicable period.

Controls and procedures

In accordance with Regulation 52-109 on Certification of Disclosure in Issuers' Annual and Interim Filings, the effectiveness of the Corporation's disclosure controls and procedures ("DCP") and "Internal control over financial reporting" ("ICFR") has been evaluated. Based on this evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded that DCP and ICFR were effective as of the end of the financial year ended December 31, 2023, and that the DCP design provides reasonable assurance that material information relating to the Corporation, including its consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which the annual filings are being prepared, and the information that the Corporation must present in its annual documents, its interim documents or in other documents it files or submits under securities regulations is recorded, processed, condensed and presented within the timeframes prescribed by this legislation. Moreover, the design of ICFR

provides reasonable assurance of the reliability of the Corporation's financial reporting and of the preparation of its financial statements, for the purpose of financial reporting, in accordance with IFRS.

In 2023, the Corporation acquired Freedom. The Corporation has excluded the controls, policies and procedures of Freedom from the design and evaluation of DCP and ICFR, as permitted by National Instrument 52–109 of the Canadian Securities Administrators for a period of 365 days following an acquisition. Given the size and timing of the Freedom acquisition, the limitation of the scope is primarily due to the time required to assess Freedom's DCP and ICFR in accordance with the Corporation's other activities. The Corporation currently expects to finalize its assessment within the regulatory time period.

Since the acquisition date, Freedom's results have been included in the Corporation's consolidated financial statements. For 2023, Freedom's revenues and net income represented approximately 15.6% and 14.8% of the Corporation's consolidated revenues and consolidated net income, respectively. As percentages of the Corporation's total consolidated current assets and liabilities, Freedom's current assets and liabilities as at December 31, 2023 represented approximately 24.4% and 11.3%, respectively, and its non-current assets and liabilities represented approximately 19.6% and 3.6% of the Corporation's total consolidated non-current assets and liabilities.

Finally, no change to ICFR that has had or is liable to have a material effect was identified by the Corporation's management during the financial period beginning October 1, 2023 and ending December 31, 2023.

Additional information

The Corporation is a reporting issuer subject to the securities laws of all Canadian provinces and is therefore required to file financial statements, a proxy circular and an annual information form with the various securities commissions. Copies of those documents are available free of charge from the Corporation on request at www.quebecor.com and on the SEDAR+ website at www.sedarplus.ca.

Cautionary statement regarding forward-looking statements

The statements in this report that are not historical facts are forward-looking statements and are subject to significant known and unknown risks, uncertainties and assumptions that could cause the Corporation's actual results for future periods to differ materially from those set forth in forward-looking statements. Forward-looking statements may be identified by the use of the conditional or by forward-looking terminology such as the terms "plans," "expects," "may," "anticipates," "intends," "estimates," "projects," "seeks," "believes," or similar terms, variations of such terms or the negative of such terms. Some important factors that could cause actual results to differ materially from those expressed in these forward-looking statements include, but are not limited to:

- Quebecor's ability to continue successfully developing its network and the facilities that support its mobile services;
- general economic, financial or market conditions and variations in the businesses of local, regional and national advertisers in Quebecor's newspapers, television outlets and other media properties;
- the intensity of competitive activity in the industries in which Quebecor operates;
- Quebecor's ability to penetrate new, highly competitive markets, and the accuracy of the estimated size of potential markets;
- fragmentation of the media landscape;
- new technologies that might change consumer behaviour with respect to Quebecor's product suites;
- unanticipated higher capital spending required for developing Quebecor's network or to address the continued development of competitive alternative technologies, or the inability to obtain additional capital to continue the development of Quebecor's business;
- Quebecor's ability to implement its business and operating strategies successfully and to manage its growth and expansion;
- risks relating to the acquisition of Freedom and the strategy for expanding outside Québec, including Quebecor's ability to successfully integrate Freedom's operations and to capture synergies, and potential unknown liabilities or costs associated with the acquisition of Freedom;
- the anticipated benefits and effects of the acquisition of Freedom, which may not be realized in a timely manner or at all, and ongoing operating costs and capital expenditures, which could be different than anticipated, as well as unanticipated litigation or other regulatory proceedings associated with the acquisition of Freedom, which could result in changes to the parameters of the transaction;
- the impacts of the significant and recurring investments that will be required in our new Freedom, Videotron MVNO and other markets for development and expansion and to compete effectively with the ILECs and other current or potential competitors in these markets, including the fact that the post-acquisition Videotron business will continue to face the same risks that

Videotron currently faces, but will also face increased risks relating to new geographies and markets;

- disruptions to the network through which Quebecor provides its television, Internet access, mobile and wireline telephony and OTT services, and its ability to protect such services against piracy, unauthorized access and other security breaches;
- labour disputes or strikes;
- service interruptions resulting from equipment breakdown, network failure, the threat of natural disasters, epidemics, pandemics and other public-health crises and political instability in some countries;
- impact of emergency measures that have been or may be implemented by various levels of government;
- changes in Quebecor's ability to obtain services and equipment critical to its operations;
- changes in laws and regulations, or in their interpretations, which could result, among other things, in the loss (or reduction in value) of Quebecor's licences or markets, or in an increase in competition, compliance costs or capital expenditures;
- Quebecor's ability to successfully develop its Sports and Entertainment segment and other expanding lines of business in its other segments;
- Quebecor's substantial indebtedness, the tightening of credit markets, and the restrictions on its business imposed by the terms of its debt; and
- interest rate fluctuations that could affect a portion of Quebecor's interest payment requirements on long-term debt.

The forward-looking statements in this document are made to provide investors and the public with a better understanding of the Corporation's circumstances and are based on assumptions it believes to be reasonable as of the day on which they are made. Investors and others are cautioned that the foregoing list of factors that may affect future results is not exhaustive and that undue reliance should not be placed on any forward-looking statements. For more information on the risks, uncertainties and assumptions that could cause the Corporation's actual results to differ from current expectations, please refer to the "Trend Information," "Risks and Uncertainties" and "Financial Instruments and Financial Risk Management" sections above, and the Corporation's other public filings, available at www.sedarplus.ca and www.quebecor.com.

The forward-looking statements in this Management Discussion and Analysis reflect the Corporation's expectations as of February 21, 2024, and are subject to change after this date. The Corporation expressly disclaims any obligation or intention to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

Montréal, Québec

February 21, 2024

QUEBECOR INC.

SELECTED FINANCIAL DATA

Years ended December 31, 2023, 2022 and 2021
(in millions of Canadian dollars, except per share data)

| | 2023 | 2022 | 2021 |
|---|------------|------------|------------|
| Operations | | | |
| Revenues | \$ 5,434.3 | \$ 4,531.9 | \$ 4,554.4 |
| Adjusted EBITDA | 2,237.8 | 1,934.5 | 1,973.2 |
| Adjusted cash flows from operations | 1,679.4 | 1,439.6 | 1,382.1 |
| Contribution to net income attributable to shareholders: | | | |
| Operating activities | 688.1 | 624.8 | 621.9 |
| (Loss) gain on valuation and translation of financial instruments | (5.2) | (17.7) | 15.7 |
| Unusual items | (32.4) | (7.4) | (59.2) |
| Net income attributable to shareholders | 650.5 | 599.7 | 578.4 |
| Basic data per share | | | |
| Contribution to net income attributable to shareholders: | | | |
| Operating activities | \$ 2.98 | \$ 2.66 | \$ 2.55 |
| (Loss) gain on valuation and translation of financial instruments | (0.02) | (0.08) | 0.06 |
| Unusual items | (0.14) | (0.03) | (0.23) |
| Net income attributable to shareholders | 2.82 | 2.55 | 2.38 |
| Weighted average number of shares outstanding (in millions) | 230.9 | 235.2 | 243.5 |
| Diluted data per share | | | |
| Contribution to net income attributable to shareholders: | | | |
| Operating activities | \$ 2.94 | \$ 2.62 | \$ 2.52 |
| Dilution impact | - | 0.04 | - |
| Loss on valuation and translation of financial instruments | - | (0.08) | - |
| Unusual items | (0.14) | (0.03) | (0.23) |
| Net income attributable to shareholders | 2.80 | 2.55 | 2.29 |
| Diluted weighted average number of shares (in millions) | 236.2 | 235.2 | 248.3 |

QUEBECOR INC.

SELECTED QUARTERLY FINANCIAL DATA

(in millions of Canadian dollars, except per share data)

| | 2023 | | | | 2022 | | | |
|---|--------------|--------------|--------------|--------------|------------|------------|------------|------------|
| | Dec. 31 | Sept. 30 | June 30 | March 31 | Dec. 31 | Sept. 30 | June 30 | March 31 |
| Revenues | \$ 1,504.8 | \$ 1,415.4 | \$ 1,398.5 | \$ 1,115.6 | \$ 1,185.0 | \$ 1,143.7 | \$ 1,115.2 | \$ 1,088.0 |
| Adjusted EBITDA | 565.4 | 624.4 | 605.2 | 442.8 | 483.0 | 518.0 | 491.4 | 442.1 |
| Adjusted cash flows from operations | 395.7 | 482.4 | 455.3 | 346.0 | 359.4 | 403.1 | 361.0 | 316.1 |
| Contribution to net income attributable to shareholders: | | | | | | | | |
| Operating activities | 167.5 | 202.3 | 182.3 | 136.0 | 159.4 | 175.0 | 161.7 | 128.7 |
| (Loss) gain on valuation and translation of financial instruments | (8.7) | 13.1 | 1.8 | (11.4) | (16.3) | 7.0 | (1.8) | (6.6) |
| Unusual items | (12.6) | (6.1) | (10.0) | (3.7) | (0.6) | (3.6) | (2.5) | (0.7) |
| Net income attributable to shareholders | 146.2 | 209.3 | 174.1 | 120.9 | 142.5 | 178.4 | 157.4 | 121.4 |
| Basic data per share | | | | | | | | |
| Contribution to net income attributable to shareholders: | | | | | | | | |
| Operating activities | \$ 0.73 | \$ 0.88 | \$ 0.79 | \$ 0.59 | \$ 0.69 | \$ 0.75 | \$ 0.68 | \$ 0.54 |
| (Loss) gain on valuation and translation of financial instruments | (0.04) | 0.06 | 0.01 | (0.05) | (0.07) | 0.03 | (0.01) | (0.03) |
| Unusual items | (0.06) | (0.03) | (0.05) | (0.02) | - | (0.02) | (0.01) | - |
| Net income attributable to shareholders | 0.63 | 0.91 | 0.75 | 0.52 | 0.62 | 0.76 | 0.66 | 0.51 |
| Weighted average number of shares outstanding (in millions) | 230.7 | 230.9 | 230.9 | 230.9 | 231.4 | 233.5 | 236.7 | 239.2 |
| Diluted data per share | | | | | | | | |
| Contribution to net income attributable to shareholders: | | | | | | | | |
| Operating activities | \$ 0.72 | \$ 0.87 | \$ 0.78 | \$ 0.58 | \$ 0.68 | \$ 0.74 | \$ 0.67 | \$ 0.53 |
| Dilution impact | 0.01 | - | - | 0.01 | 0.01 | - | 0.01 | 0.01 |
| Loss on valuation and translation of financial instruments | (0.04) | - | - | (0.05) | (0.07) | - | (0.01) | (0.03) |
| Unusual items | (0.06) | (0.03) | (0.05) | (0.02) | - | (0.02) | (0.01) | - |
| Net income attributable to shareholders | 0.63 | 0.84 | 0.73 | 0.52 | 0.62 | 0.72 | 0.66 | 0.51 |
| Weighted average number of diluted shares outstanding (in millions) | 230.9 | 236.2 | 236.2 | 231.2 | 231.5 | 238.9 | 236.8 | 239.2 |