

Mattr Corp.

Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis ("MD&A"), prepared as of March 12, 2026, is a discussion of the consolidated financial position and results of operations of Mattr Corp. ("Mattr" or the "Company") for the years ended December 31, 2025 and 2024 and should be read together with Mattr's audited consolidated financial statements ("financial statements") and accompanying notes for the same periods. All dollar amounts in this MD&A are in thousands of Canadian dollars, except per share amounts or unless otherwise stated.

This MD&A and the financial statements and comparative information have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), which are also Generally Accepted Accounting Principles ("GAAP") for publicly accountable enterprises in Canada.

The Company is reporting as "Continuing Operations" its Connection Technologies and Composite Technologies reporting segments as well as its Financial and Corporate segment. The results of the Company's previously owned pipe coating subsidiary, Thermotite do Brasil ("Thermotite"), are being presented within Discontinued Operations for the period during which the subsidiary remained under its ownership, up to and including June 4, 2025. See Sections 1.1 - Core Business and 4.3 - Discontinued Operations for further discussion on revised reporting.

Forward-Looking Information

This document includes certain statements that reflect management's expectations and objectives for the Company's future performance, opportunities and growth, which statements constitute "forward-looking information" and "forward-looking statements" (collectively "forward-looking information") under applicable securities laws. Such statements, other than statements of historical fact, are predictive in nature or depend on future events or conditions. Forward-looking information involves estimates, assumptions, judgments, and uncertainties. These statements may be identified by the use of forward-looking terminology such as "may", "will", "should", "anticipate", "expect", "believe", "predict", "estimate", "continue", "intend", "plan" and variations of these words or other similar expressions.

Specifically, this document includes forward-looking information in the Outlook Section and elsewhere in respect of, among other things: the ability of the Company to deliver higher returns to all shareholders; the Company's ability to deliver customer and shareholder value expansion, long-term growth and profit expansion; the scope, consequences, magnitude and duration of tariffs implemented by the US, Canada and other countries; the impact of actions to mitigate the effects of such tariffs; future growth opportunities resulting from the acquisition of AmerCable Incorporated ("AmerCable"); the Company's intention and ability to eliminate the intermediary role in certain future transactions following its acquisition of an intermediary agent that historically facilitated transactions with key overseas supplier of metallic components utilized in the Composite Technologies segment; statements regarding the completion of the Company's MEO plan and related costs; revenue and Adjusted EBITDA in 2026; the Company's cash conversion rate in 2026; demand for wire and cable products in the Canadian industrial and global oilfield markets; productive capacity in Xerxes network; the Flexpipe business' market share in larger diameter products; the Company's approach to capital allocation and expected capital deployment, including maintenance activities, high-return growth initiatives and acquisitions; the scale and continuity of manufacturing efficiency improvements at its manufacturing sites, including at recently established manufacturing sites; the impact of actions taken by the Company to strengthen its supply chain; the impact of global conflicts on the Company; the impact of geopolitical uncertainty on the Company's results; cash flow generation; continued access to credit facilities; the Company's focus on maximizing the conversion of operating income into cash; the anticipated timing of resuming the Company's share buyback program; the Company intention to move back below its target Net debt-to-Adjusted EBITDA ratio and anticipated allocation of excess cash towards debt repayment and cash generation in connection therewith; and the Company's intention to continue to explore organic and inorganic investment opportunities.

Forward-looking information involves known and unknown risks and uncertainties that could cause actual results to differ materially from those predicted by the forward-looking information. Readers are cautioned not to place undue reliance on forward-looking information as a number of factors could cause actual events, results and prospects to differ materially from those expressed in or implied by the forward-looking information. Significant

risks facing the Company include but are not limited to the risks and uncertainties described herein under “Risks and Uncertainties” and in the Company’s Annual Information Form (“AIF”) under “Risk Factors”.

These statements of forward-looking information are based on assumptions, estimates and analysis made by management in light of its experience and perception of trends, current conditions and expected developments as well as other factors believed to be reasonable and relevant in the circumstances. These assumptions include those in respect of: the scale and duration of trade tariffs; expectations for demand for the Company’s products; sales trends for the Company’s products; North American onshore oilfield customer spending; the Company’s ability to increase efficiency in its newly established manufacturing facilities; the effectiveness of modernization, expansion and optimization efforts; the Company’s cash flow generation and growth outlook; activity levels across the Company’s business segments; the Company’s ability to manage supply chain disruptions and other business impacts caused by, among other things, current or future geopolitical events, conflicts, or disruptions; the impact of changing interest rates and levels of inflation; regular, seasonal impacts on the Company’s businesses, including in the fiberglass reinforced plastic (“FRP”) tanks business and composite pipe business; expectations regarding the Company’s ability to attract new customers and develop and maintain relationships with existing customers; the continued availability of funding required to meet the Company’s anticipated operating and capital expenditure requirements over time; consistent competitive intensity in the business in which the Company operates; no significant or unexpected legal or regulatory developments, other shifts in economic conditions, or macro changes in the competitive environment affecting the Company’s business activities; key interest rates remaining relatively stable through 2026; the accuracy of the forecast data from the Company’s North American convenience store customers; the accuracy of market indicators in determining industry health for AmerCable’s products, such as commodity prices, housing starts and GDP; the impact of federal stimulus packages in the Connection Technologies reporting segment; heightened demand for electric and hybrid vehicles and for electronic content within those vehicles particularly in the Asia Pacific, Europe and Africa regions; heightened infrastructure spending in Canada, including in respect of commercial and municipal water projects, nuclear plant refurbishment and upgraded communication and transportation networks, communication networks and nuclear refurbishments; sustained health of oil and gas producers; the continued global need to renew and expand critical infrastructure, including energy generation and distribution, electrification, transportation network enhancement and storm management; the Company’s ability to execute projects under contract; the Company’s continuing ability to provide new and enhanced product offerings to its customers; the Company’s continuing ability to identify and successfully execute on opportunities for acquisitions or investments; the higher level of investment in working capital by the Company; continued supply of and stable pricing or the ability to pass on higher prices to the Company’s customers for commodities used by the Company; the availability of personnel resources sufficient for the Company to operate its businesses; the maintenance of operations by the Company in major oil and gas producing regions; the adequacy of the Company’s existing accruals in respect of environmental compliance and in respect of litigation and tax matters and other claims generally; the impact of adoption of artificial intelligence and other machine learning on competition in the industries which the Company operates; the Company’s ability to meet its financial objectives; the ability of the Company to satisfy all covenants under its Credit Facility (as defined herein) and other debt obligations and having sufficient liquidity to fund its obligations and planned initiatives; and the availability, commercial viability and scalability of the Company’s greenhouse gas emission reduction strategies and related technology and products, and the anticipated costs and impacts on the Company’s operations and financial results of adopting these technologies or strategies. The Company believes that the expectations reflected in the forward-looking information are based on reasonable assumptions in light of currently available information. However, should one or more risks materialize, or should any assumptions prove incorrect, then actual results could vary materially from those expressed or implied in the forward-looking information included in this document and the Company can give no assurance that such expectations will be achieved.

When considering the forward-looking information in making decisions with respect to the Company, readers should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not assume the obligation to revise or update forward-looking information after the date of this document or to revise it to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws. To the extent any forward-looking information in this document constitutes future oriented financial information or financial outlooks, within the meaning of securities laws, such information is being provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. Future oriented financial information and financial outlooks, as with forward-looking information generally, are based on the assumptions and subject to the risks noted above.

1.0 Executive Overview

Mattr is a growth-oriented, global materials technology company serving critical infrastructure markets, including electrification, transportation, mining, energy, communication, and water management. Its two business segments, Connection Technologies and Composite Technologies, enable responsible renewal and enhancement of critical infrastructure.

Mattr is publicly traded on the Toronto Stock Exchange (“TSX”) under the symbol “MATR”.

1.1 Core Businesses

Mattr provides a broad range of products and services, which include heat-shrinkable polymer tubing products, low and medium-voltage control and instrumentation wire, cable and harness solutions, flexible composite pipe, FRP underground storage tanks, and stormwater management solutions.

Connection Technologies

The Connection Technologies segment includes the (i) DSG-Canusa brand, a global manufacturer of heat-shrinkable products including thin, medium and heavy-walled tubing, sleeves and molded products as well as heat-shrink accessories and equipment, the (ii) Shawflex brand and the (iii) AmerCable® brand, acquired in January 2025, both manufacturers of highly engineered, low- and/or medium-voltage wire, cable, connector and harness solutions for control, instrumentation, thermocouple, power, and industrial automation applications.

The Connection Technologies reporting segment accounted for 61% and 58% of the Continuing Operations revenue for the three and twelve months ended December 31, 2025, respectively.

Composite Technologies

The Composite Technologies segment includes (i) the Xerxes® brand, which manufactures FRP underground storage tanks for retail fuel, water, stormwater and wastewater markets, and other water management products, and (ii) the Flexpipe® brand, which manufactures flexible composite pipe, used primarily for oil and gas gathering lines and other applications requiring corrosion resistance and high-pressure capabilities.

The Composite Technologies reporting segment accounted for 39% and 42% of the Continuing Operations revenue for the three and twelve months ended December 31, 2025, respectively.

The reportable segments are supported by the Financial and Corporate structure which represents operating income, property, plant and equipment, and corporate office costs that are not allocated to either the Connection Technologies or the Composite Technologies reporting segments.

1.2 Performance Objectives

Mattr’s objective is to deliver stakeholder value by leveraging its core competencies in materials-based technology and complex manufacturing processes to provide differentiated products and services to critical infrastructure markets. The Company’s priorities include:

- generating a positive return on resources invested;
- generating sustainable, profitable growth and cash flow;
- consistently developing and delivering high quality, high value, products and services to customers; and
- stewarding effective practices and minimizing impacts related to health, safety and the environment.

1.3 Performance Drivers

The Company believes that a number of performance drivers are critical to the success of its businesses. These include, but are not limited to:

- the demand for the Company’s products and services in the critical infrastructure markets;
- the Company’s ability and agility to respond to changing market dynamics;
- the level of investment by the Company’s customers in building new infrastructure and in maintaining, repairing, and extending the life of existing infrastructure;

- the Company’s focus on both new and existing products and services with notable performance differentiation;
- the Company’s ability to attract and retain talent;
- access to capital to maintain liquidity for operational and selected growth initiatives;
- the Company’s ability to complete successful business acquisitions (including the successful integration of such acquisitions) and divestitures in support of a differentiated portfolio; and
- the Company’s ability to operate in a way that maintains the health and safety of its employees.

1.4 Key Performance Measures

Certain drivers identified above are beyond the Company’s control; however, there are certain key performance measures that the Company utilizes to monitor its progress in achieving its vision and performance objectives. These measures are detailed below.

Some of the following key performance measures used by Mattr are not in accordance with GAAP, should not be considered as an alternative to net income or any other measure of performance under GAAP and may not necessarily be comparable to similarly titled measures of other entities. Refer to “*Section 12.0 – Reconciliation of Non-GAAP Measures*” for additional information with respect to non-GAAP measures used by the Company.

Net Income Growth

Net Income (attributable to shareholders of the Company) was \$46.6 million for the year ended December 31, 2025, compared to a net loss of \$3.7 million in the prior year. Net Income from Continuing Operations was \$48.3 million for the year ended December 31, 2025, compared to a loss of \$6.0 million in the prior year. The increase of \$54.3 million in Net Income from Continuing Operations was mainly driven by an increase of \$74.1 million in gross profit, a decrease in income tax expense of \$52.7 million and the absence of \$8.4 million in restructuring costs in 2025. These were offset by an increase of \$32.6 million in Selling, general and administrative (“SG&A”) expenses, \$26.8 million in depreciation & amortization and \$24.6 million in finance costs, net. See “*Section 4.0 – Results from Operations*” for additional disclosures regarding the Company’s Net Income from Continuing Operations. Net loss from Discontinued Operations was \$1.7 million for the year ended December 31, 2025, compared to \$2.5 million income in the prior year. See “*Section 4.3 – Discontinued Operations*” for additional disclosures regarding the Company’s Discontinued Operations earnings.

Adjusted EBITDA Growth

Total Adjusted EBITDA¹ was \$159.2 million for the year ended December 31, 2025, compared to \$130.7 million in the prior year. Adjusted EBITDA from Continuing Operations was \$154.8 million for the year ended December 31, 2025, compared to \$108.2 million in the prior year. The increase of \$46.6 million in Adjusted EBITDA from Continuing Operations was primarily due to a \$74.1 million increase in gross profit, partially offset by an increase of \$32.6 million in SG&A expenses. During the year ended December 31, 2025, the Company incurred non-capitalizable North American production footprint modernization, expansion, and optimization (“MEO”) costs¹ of \$10.0 million, whereas \$17.7 million in MEO costs were recorded in the prior year. Adjusted EBITDA from Discontinued Operations was \$4.4 million for the year ended December 31, 2025, compared to \$22.5 million in the prior year. See “*Section 4.0 – Results from Operations*” for additional disclosures regarding the Company’s earnings, “*Section 4.3 – Discontinued Operations*” for additional disclosures regarding the Company’s Discontinued Operations earnings and “*Section 12.0 – Reconciliation of Non-GAAP Measures*” for additional disclosures regarding Adjusted EBITDA.

1. Adjusted EBITDA and MEO costs are non-GAAP measures. Non-GAAP measures do not have standardized meanings under GAAP and are not necessarily comparable to similar measures provided by other companies. See “*Section 12.0 – Reconciliation of Non-GAAP Measures*” for further details and a reconciliation of these non-GAAP measures.

Portfolio Optimization

Revenue generated from businesses serving infrastructure and industrial end markets has increased from less than 10% of Continuing Operations revenue in 2013 to 76% of revenue generated from Continuing Operations in 2025. This has been achieved both through organic growth and through notable transactions, such as the acquisitions of Xerxes (formerly referred to as ZCL) in 2019, Kanata Electronic Services Ltd. (“Kanata”) in 2022 and Triton Stormwater Solutions in 2023. Additionally, in January of 2025, the Company acquired AmerCable which supports the Company's strategy to enhance its wire and cable business footprint within the North American critical infrastructure market. These acquisitions have been coupled with divestment of businesses serving oil and gas markets including the sales of Pipeline Performance Products in 2020, Shawcor Inspection Services in 2021, Lake Superior Consulting, Oilfield Asset Management, and Socotherm Americas in 2022, its Pipeline Performance Group and Shaw Pipeline Services businesses in 2023, and the sale of Thermotite, its last remaining pipe coating subsidiary, in June 2025.

The Company intends to continue to explore organic and inorganic investment opportunities, while maintaining its material science and manufacturing expertise to bring new or enhanced offerings to customers across a range of critical infrastructure end markets and accelerating high value growth within its existing business segments.

2.0 Financial Highlights

2.1 Selected Financial Information

(in thousands of Canadian dollars except per share amounts and percentages)	Year Ended	
	December 31, 2025	December 31, 2024
Revenue	\$ 1,268,452	\$ 885,317
Cost of Goods Sold and Services Rendered	950,561	641,482
Gross Profit	317,891	243,835
Selling, general and administrative expenses	166,352	133,717
Research and development expenses	11,616	10,775
Foreign exchange loss	12,119	10,374
Depreciation and amortization	67,234	40,435
Loss on sale of land and other	989	—
Restructuring costs and other, net	—	8,413
Income from Continuing Operations	59,581	40,121
Finance costs, net	(42,127)	(17,539)
Cost associated with repayment and modification of long-term debt	—	(6,750)
Income before Income Taxes	17,454	15,832
Income tax (recovery) expense	(30,840)	21,849
Net Income (Loss) from Continuing Operations	48,294	(6,017)
Net (Loss) Income from Discontinued Operations	(1,744)	2,469
Net Income (Loss)	\$ 46,550	\$ (3,548)
Total Net Income (Loss) attributable to:		
Shareholders of the Company	\$ 46,550	\$ (3,733)
Non-controlling interests	—	185
Net Income (Loss)	\$ 46,550	\$ (3,548)
Earnings (Loss) per Share		
Basic	\$ 0.75	\$ (0.06)
Diluted	\$ 0.75	\$ (0.06)
Total Adjusted EPS ^(a)		
Basic	\$ 0.55	\$ 0.70
Diluted	\$ 0.55	\$ 0.69
Adjusted EBITDA from Continuing Operations ^(a)	\$ 154,817	\$ 108,224
Adjusted EBITDA Margin from Continuing Ops (%) ^(a)	12.2%	12.2%
Adjusted EBITDA from Discontinued Operations ^(a)	\$ 4,391	\$ 22,472
Adjusted EBITDA Margin from Discontinued Ops (%) ^(a)	17.6%	30.2%
Total Adjusted EBITDA from Operations ^(a)	\$ 159,208	\$ 130,696
Total Adjusted EBITDA Margin from Operations (%) ^(a)	12.3%	13.6%

(a) Adjusted EBITDA, Adjusted EBITDA margins and Adjusted EPS are non-GAAP measures. Non-GAAP measures do not have standardized meanings under GAAP and are not necessarily comparable to similar measures provided by other companies. See “Section 12.0 – Reconciliation of Non-GAAP Measures” for further details and a reconciliation of these non-GAAP measures.

2.2 Foreign Exchange Impact

The following table sets forth the significant currencies in which the Company operates and the average foreign exchange rates for these currencies versus Canadian dollars, for the following periods:

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(Canadian dollars)				
U.S. dollar	1.3938	1.3964	1.4008	1.3679
Euro	1.6203	1.4965	1.5756	1.4799

The following table sets forth the impact on revenue, income from operations and net income (attributable to shareholders of the Company), compared with the prior year period, as a result of foreign exchange fluctuations on the translation of foreign currency operations, primarily based on the change in the average rates as noted in the table above:

(in thousands of Canadian dollars)	Year ended December 31, 2025	
Revenue from Continuing Operations	\$	28,103
Income from Continuing Operations	\$	1,384
Net Income (attributable to shareholders of the Company)	\$	1,424

In addition to the translation impact noted above, the Company recorded a foreign exchange loss from Continuing Operations of \$0.6 million in the fourth quarter of 2025 (year ended December 31, 2025 - loss of \$12.1 million), compared to a foreign exchange loss of \$3.6 million for the comparable period in the prior year (year ended December 31, 2024 - loss of \$10.4 million), as a result of the impact of changes in foreign exchange rates on monetary assets and liabilities and short term foreign currency intercompany loans within the group, net of economic hedging activities.

3.0 Key Developments

Acquisition of AmerCable Completed

On January 2, 2025, the Company completed the acquisition of AmerCable, a U.S.- based manufacturer of highly engineered wire and cable solutions, from Nexans USA Inc. for approximately \$403 million, before any working capital adjustments. AmerCable is reported in the Company's Connection Technologies segment and was acquired for the purpose of enhancing the Company's North American, and more specifically U.S., manufacturing and commercial presence and expanding the Company's portfolio to include low- and medium-voltage electrical power, control, and instrumentation cable solutions. The aggregate purchase consideration inclusive of final net working capital adjustments for the acquired assets and liabilities assumed are as follows:

(in thousands of Canadian dollars)		
Base consideration	\$	402,976
Working capital adjustment		4,467
Total purchase consideration		407,443

Assets acquired and liabilities assumed have been recorded at fair value at the acquisition date as follows:

(in thousands of Canadian dollars)

Tangible assets		
Cash and cash equivalents	\$	27,846
Accounts receivable		21,004
Inventory		64,214
Other		644
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Total current assets		113,708
Plant, property and equipment		62,362
 Intangible assets		
Customer relationships		163,781
Trade names		66,491
Goodwill		118,829
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Total assets	\$	525,171
Accounts payable and accrued liabilities	\$	(45,044)
Deferred income tax liabilities ^(a)		(66,106)
Other non-current liabilities assumed		(6,578)
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Total assumed liabilities	\$	(117,728)
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Net assets acquired at fair value	\$	407,443

(a) Deferred Income Tax liabilities have been recognized in connection with intangibles assets, property, plant and equipment, and inventory using the substantively enacted tax rates at which the temporary differences were expected to be realized as of the closing date.

The acquisition of AmerCable resulted in significant identifiable intangible assets and goodwill, reflecting the strategic value and economic benefits expected from integrating AmerCable into our Connection Technologies Segment. The identifiable intangible assets represent the Company's access to AmerCable's long-standing customer base and increased exposure to customers looking for low- and medium-voltage electrical power, and brand strength which provides access to future growth opportunities. The balance of goodwill is the difference between the acquisition date fair value of the consideration transferred and the values assigned to the assets acquired and liabilities assumed. The goodwill acquired represents the acquired human capital including its implied knowledge of the operations, future expansion and growth opportunities, benefits the Company expects to earn from the acquisition due to expected synergies and expanded market access and other intangible assets that do not meet the criteria for separation as identifiable intangible assets.

Sale of Thermotite - Brazil

The Company completed the sale of its remaining pipe coating subsidiary, Thermotite, to Vallourec Tubular Solutions Ltda., a subsidiary of Vallourec S.A., on June 4, 2025, for total aggregate proceeds of US\$37.3 million (\$50.8 million), inclusive of a net working capital true-up payment received by the Company in November 2025. The transaction represents the Company's full exit from the pipe coating business and results from Thermotite are presented within Discontinued Operations for the years ended December 31, 2024, and 2025. See "Section 4.3 – Discontinued Operations" for further details.

Acquisition of an intermediary agent

In July 2025, the Company acquired an intermediary agent that has historically facilitated transactions between Mattr, and a key overseas supplier of metallic components utilized in the Composite Technologies Segment, for total consideration of \$22.5 million (USD \$16.2 million).

This strategic acquisition is intended to eliminate the intermediary role in future transactions and reduce associated commission and procurement costs, as the Company plans to continue sourcing a significant volume of these components for use in its Composite Technologies operations.

Given that substantially all of the value of the transaction is attributable to the contract between the acquired intermediary and the overseas supplier, management has determined that the acquisition is to be classified as an asset acquisition, rather than a business combination under *IFRS 3 Business Combinations* as a result of the application of the optional concentration test. The supplier contract is recognized as a \$22.1 million finite-lived intangible asset in accordance with IAS 38 and amortized over its 20-year contractual term. The remainder of the purchase consideration has been allocated to current assets.

Modernization, Expansion and Optimization (“MEO”) Costs² - Completion

MEO costs are costs recorded as regular selling, general, and administrative expenses or as cost of goods sold, supporting specific planned capital investments aimed at high-return growth and efficiency improvements. These costs are not eligible for capitalization.

The Connection Technologies segment recorded MEO costs of \$10.0 million during 2025. No MEO costs have been recorded for the Composite Technologies segment during 2025. In 2024, the Connection Technologies and Composite Technologies segments recorded MEO costs of \$6.1 million and \$11.5 million respectively.

All MEO related projects and related costs were completed in the second quarter of 2025 and no further MEO costs are expected going forward.

Share re-purchase under Normal Course Issuer Bid (“NCIB”)

On June 26, 2025, the Company announced that the Toronto Stock Exchange had approved the renewal of its NCIB, authorizing Mattr to repurchase for cancellation up to 4,991,584 common shares, representing approximately 10% of its public float as of June 16, 2025. The renewed NCIB commenced on June 30, 2025, and will remain in effect for up to one year, unless terminated earlier or the maximum number of shares is repurchased.

During the fourth quarter of 2025, no shares were repurchased for cancellation. For the year ended 2025, the Company repurchased 2.1 million shares at a cost of \$23.3 million. In the aggregate, since the launch of the NCIB through December 31, 2025, the Company has repurchased for cancellation a total of approximately 10.4 million common shares at a cumulative cost of approximately \$140.6 million. All repurchased shares were cancelled subsequent to their repurchase.

Senior Unsecured Notes

On April 2, 2024, the Company closed a \$175 million private placement offering of 7.25% senior unsecured notes due 2031 (the “2031 Senior Notes”), issued at par (\$1,000 per \$1,000 principal). Proceeds from the offering were used to redeem all \$150 million of outstanding 9.00% senior unsecured notes due 2026 (the “2026 Senior Notes”), to pay related fees and for general corporate purposes. The offering was underwritten by a syndicate led by National Bank Financial and TD Securities.

On December 19, 2024, the Company closed an incremental private placement offering of 125,000 debt subscription receipts, at a price of \$1,018.75 per subscription receipt, for proceeds to the Company of approximately \$127.3 million, which debt subscription receipts were exchanged, in accordance with their terms, on December 24, 2024, into additional 2031 Senior Notes. Proceeds from the debt subscription receipts offering were used to partially fund the purchase price for the acquisition of AmerCable. See “Section 6.5 – Long-term Debt and Credit Facilities” for further details.

In 2024, the Company incurred \$7.0 million fees and expenses on issuing the 2031 Senior Notes and \$6.8 million cost associated with redemption of its 2026 Senior Notes.

The 2031 Senior Notes include a redemption feature that constitutes an embedded derivative which was separately recognized at its fair value of \$6.7 million as at December 31, 2025, and recorded in Long-term debt. The embedded derivative is classified as fair value through profit and loss. A gain of \$0.7 million was recognized in finance costs from the change in fair value for the year ended December 31, 2025; any future changes in fair value will also be recognized in finance costs in the Consolidated Statements of Comprehensive Income (Loss).

2. MEO Costs is a supplementary financial measure. Non-GAAP and other financial measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See “Section 12.0 – Reconciliation of Non-GAAP Measures” for further details and a definition of these non-GAAP and other financial measures, and a reconciliation of non-GAAP measures.

Credit Facility

On April 19, 2024, the Company amended its Credit Facility with Toronto-Dominion Bank and National Bank Financial as co-lead arrangers and Royal Bank of Canada, JP Morgan Chase Bank, Export Development Canada and ATB Financial as lenders, which provides for an aggregate principal amount of US\$300 million, to further extend the maturity date to April 19, 2028. See “Section 6.5 – Long-term Debt and Credit Facilities” for further details.

4.0 Results from Operations

4.1 Consolidated Information

(in thousands of Canadian dollars)	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
Revenue	\$ 312,468	\$ 207,771	\$ 1,268,452	\$ 885,317
Gross profit	\$ 76,819	\$ 47,270	\$ 317,891	\$ 243,835
Gross margin	24.6%	22.8%	25.1%	27.5%
Operating income (loss) ^(a)	\$ 13,435	\$ (9,416)	\$ 59,581	\$ 40,121
Operating margin ^(b)	4.3%	-4.5%	4.7%	4.5%
Net (Loss) Income	\$ (2,049)	\$ (12,777)	\$ 46,550	\$ (3,548)
Adjusted EBITDA ^(b)	\$ 31,788	\$ 12,718	\$ 154,817	\$ 108,224
Adjusted EBITDA margin ^(b)	10.2%	6.1%	12.2%	12.2%

(a) Operating income for the three months ended December 31, 2025, includes no restructuring costs and other, net, while operating loss for the three months ended December 31, 2024, includes \$4.9 million restructuring costs and other, net. Operating income for the twelve months ended December 31, 2025, includes no restructuring costs and other, net, while operating income for the twelve months ended December 31, 2024, includes \$8.4 million restructuring costs and other, net.

(b) Operating margin, Adjusted Net Income, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See “Section 12.0 – Reconciliation of Non-GAAP Measures” for further details and a reconciliation of these non-GAAP measures.

Measure	Fourth quarter 2025 versus Fourth quarter 2024	Year ended December 31, 2025, versus Year ended December 31, 2024
Revenue	<p>Revenue increased by \$104.7 million, or 50.4%, driven by:</p> <ul style="list-style-type: none"> a \$103.2 million increase in the Connection Technologies segment, primarily due to the addition of AmerCable; and a \$1.5 million increase in the Composite Technologies segment. <p>See “Section 4.2 – Segment Information” for additional disclosure with respect to the change in revenue for each reportable segment.</p>	<p>Revenue increased by \$383.1 million, or 43.3%, driven by:</p> <ul style="list-style-type: none"> a \$381.8 million increase in the Connection Technologies segment, primarily due to the addition of AmerCable; and a \$1.3 million increase in the Composite Technologies segment. <p>See “Section 4.2 – Segment Information” for additional disclosure with respect to the change in revenue for each reportable segment.</p>

<p>Gross Profit and Gross Margin</p>	<p>Gross profit increased by \$29.5 million or 62.5%, driven by:</p> <ul style="list-style-type: none"> • a \$24.4 million increase in the Connection Technologies segment, primarily due to the addition of AmerCable; and • a \$5.1 million increase in the Composite Technologies segment. <p>Gross margin increased by 1.8%, driven by:</p> <ul style="list-style-type: none"> • a 4.0% increase in gross margin in the Composite Technologies segment; partially offset by • a 0.7% decrease in gross margin in the Connection Technologies segment. <p>See “<i>Section 4.2 – Segment Information</i>” for additional disclosure with respect to the change in Gross Profit and Gross Margin for each reportable segment.</p>	<p>Gross profit increased by \$74.1 million or 30.4%, driven by:</p> <ul style="list-style-type: none"> • a \$79.4 million increase in the Connection Technologies segment, primarily due to the addition of AmerCable; partially offset by • a \$5.4 million decrease in Composite Technologies segment. <p>Gross margin decreased by 2.5%, driven by:</p> <ul style="list-style-type: none"> • a 3.9% decrease in gross margin in the Connection Technologies segment; and • a 1.1% decrease in gross margin in the Composite Technologies segment. <p>See “<i>Section 4.2 – Segment Information</i>” for additional disclosure with respect to the change in Gross Profit and Gross Margin for each reportable segment.</p>
<p>Operating Income</p>	<p>Operating income increased by \$22.9 million, driven by:</p> <ul style="list-style-type: none"> • a \$29.5 million increase in gross profit • a \$3.1 million favorable foreign exchange impact due to favorable exchange rates in the current quarter • the absence of \$4.9 million in restructuring costs and other, net recorded in 2024, partially offset by • a \$9.0 million increase in SG&A expenses, which was largely driven by an \$11.1 million increase in SG&A expenses in the Connection Technologies segment, primarily due to the addition of AmerCable; and • a \$5.2 million increase in depreciation and amortization, which was largely driven by a \$5.2 million increase in depreciation and amortization in the Connection Technologies segment, primarily due to the addition of AmerCable. <p>See “<i>Section 4.2 – Segment Information</i>” for additional disclosure with respect to the change in Operating Income for each reportable segment.</p>	<p>Operating income increased by \$19.5 million, driven by:</p> <ul style="list-style-type: none"> • a \$74.1 million increase in gross profit • the absence of \$8.4 million in restructuring costs and other, net recorded in 2024; partially offset by • a \$32.6 million increase in SG&A expenses, which was largely driven by a \$45.5 million increase in SG&A expenses in the Connection Technologies segment, primarily due to the addition of AmerCable, offset by a \$12.8 million decrease in SG&A expenses in the Composite Technologies segment; and • a \$26.8 million increase in depreciation and amortization, largely driven by a \$21.2 million increase in depreciation and amortization in the Connection Technologies segment, primarily due to the addition of AmerCable, and an increase of \$6.1 million in depreciation and amortization expenses in Composite Technologies segment. <p>See “<i>Section 4.2 – Segment Information</i>” for additional disclosure with respect to the change in Operating Income for each reportable segment.</p>

Net Income (Loss)	<p>Net Loss decreased by \$10.7 million, driven by:</p> <ul style="list-style-type: none"> • a \$22.9 million increase of in operating income • a \$2.2 million decrease in income taxes, which was primarily caused by a reversal of deferred tax liabilities in the quarter related to foreign unremitted earnings, offset in part by the mix of jurisdictions where the income was earned; partially offset by • a \$4.0 million increase in finance costs, net which was primarily driven by increased interest expense associated with the debt incurred to finance the acquisition of AmerCable in early 2025 as well as lower interest income resulting from reduced cash balances in the current quarter; and • a \$10.3 million decrease in net income from discontinued operations as a result of the timing of the disposition of Thermostat. 	<p>Net income increased by \$50.1 million, driven by:</p> <ul style="list-style-type: none"> • a \$19.5 million increase in operating income • a \$52.7 million decrease in income taxes, which was primarily attributable to the recognition of previously unrecognized deferred tax assets which management now expects to recover as a result of sufficient future taxable profit generated from the acquisition of AmerCable in January 2025, reversal of deferred tax liabilities in the year related to foreign unremitted earnings and offset in part by the mix of jurisdictions where the income was earned; partially offset by • a \$24.6 million increase in finance costs, net which was primarily driven by increased interest expense associated with the debt incurred to finance the acquisition of AmerCable in early 2025 as well as lower interest income resulting from reduced cash balances in the current year. The increase was also driven by higher interest accretion on the corporate portion of the new lease liabilities in support of the North American footprint expansion.
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4.2 Segment Information

4.2.1 Connection Technologies Segment

The following table sets forth revenue (by geographic location), gross profit, gross margin, operating income, operating margin, Adjusted EBITDA and Adjusted EBITDA Margin for the Connection Technologies segment for the following periods:

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
<i>(in thousands of Canadian dollars)</i>				
North America	\$ 163,759	\$ 63,640	\$ 623,876	\$ 248,864
Europe, Middle East and Africa (“EMEA”)	22,509	19,783	99,760	92,688
Asia Pacific	4,408	4,071	15,064	15,330
Total Revenue	\$ 190,676	\$ 87,494	\$ 738,700	\$ 356,882
Gross profit	\$ 46,283	\$ 21,875	\$ 180,470	\$ 101,039
Gross margin	24.3%	25.0%	24.4%	28.3%
Operating income ^(a)	\$ 14,795	\$ 3,808	\$ 54,581	\$ 42,558
Operating margin ^(b)	7.8%	4.4%	7.4%	11.9%
Adjusted EBITDA ^(b)	\$ 24,240	\$ 9,973	\$ 96,208	\$ 56,819
Adjusted EBITDA margin ^(b)	12.7%	11.4%	13.0%	15.9%

(a) Operating income for the three months ended December 31, 2025, includes no restructuring costs and other, net, while operating income for the three months ended December 31, 2024, includes \$3.8 million restructuring costs and other, net. Operating income for the twelve months ended December 31, 2025, includes no restructuring costs and other, net, while operating income for the twelve months ended December 31, 2024, includes \$3.8 million restructuring costs and other, net.

(b) Operating margin, Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See “Section 12.0 – Reconciliation of Non-GAAP Measures” for further details and a reconciliation of these non-GAAP measures.

Measure	<i>Fourth quarter 2025 versus Fourth quarter 2024</i>	<i>Year ended December 31, 2025, versus Year ended December 31, 2024</i>
Revenue	Revenue increased by \$103.2 million, driven by: <ul style="list-style-type: none"> a \$106.0 million increase in North American revenues due to the inclusion of AmerCable’s results in the current period; partially offset by reduced demand for wire and cable products in the Canadian industrial and global oilfield markets. 	Revenue increased by \$381.8 million, driven by: <ul style="list-style-type: none"> a \$388.6 million increase in North American revenues due to the inclusion of AmerCable’s results in the current period; partially offset by reduced demand for wire and cable products in the Canadian industrial and global oilfield markets.
Gross Profit and Gross Margin	Gross profit increased by \$24.4 million, driven by: <ul style="list-style-type: none"> the increase in revenue; partially offset by a 0.7% decrease in gross margin. <p>The decrease in gross margin of 0.7% was driven by:</p> <ul style="list-style-type: none"> temporary start-up inefficiencies at the newly established DSG-Canusa site in Ohio and the resulting under-absorption of manufacturing costs; 	Gross profit increased by \$79.4 million, driven by: <ul style="list-style-type: none"> the increase in revenue; partially offset by a 3.9% decrease in gross margin. <p>The decrease in gross margin of 3.9% was driven by:</p> <ul style="list-style-type: none"> temporary start-up inefficiencies at the newly established DSG-Canusa site in Ohio and the resulting under-absorption of manufacturing costs;

	<ul style="list-style-type: none"> • increased costs associated with import fees and tariffs as the new Ohio site continued to rely in part on products generated at sites in Europe and Asia to meet North American customer demand; and • increased copper prices which despite being incorporated in selling prices, negatively impacted margin percentages in both Shawflex and AmerCable 	<ul style="list-style-type: none"> • increased costs associated with short-notice inventory transportation, import fees and tariffs as the new Ohio site continued to rely on products generated sites in Europe and Asia to meet North American customer demand; • increased copper prices which despite being incorporated in selling prices, negatively impacted margin percentages in both Shawflex and AmerCable; • non-capitalizable MEO costs of \$2.6 million recorded as cost of goods sold in the current year compared to minimal costs in the prior year; and • a \$6.8 million non-cash fair value adjustment recorded to the inventory acquired as part of the AmerCable acquisition, which negatively impacted margins when sold
Operating Income	<p>Operating income increased by \$11.0 million, driven by:</p> <ul style="list-style-type: none"> • a \$24.4 million increase in gross profit; and • the absence of \$3.8 million in restructuring costs and other, net recorded in same period in prior year; partially offset by • an \$11.1 million increase in SG&A expenses, which was largely driven by the inclusion of AmerCable’s financial results (which elevated SG&A expenses by \$8.7 million, including \$1.6 million in one-time costs associated with its acquisition) and increased compensation-related expenses, professional fees and other costs associated with the segment’s new manufacturing facilities. SG&A expenses were slightly offset by the absence of \$1.7 million of MEO costs incurred in the prior-year period; and • a \$5.2 million increase in depreciation and amortization, which was largely driven by the inclusion of AmerCable’s financial results (which resulted in an additional \$5.1 million of depreciation and amortization). 	<p>Operating income increased by \$12.0 million, driven by:</p> <ul style="list-style-type: none"> • a \$79.4 million increase in gross profit; and • the absence of \$3.8 million in restructuring costs and other, net recorded in prior year; partially offset by • a \$45.5 million increase in SG&A expenses, which was largely driven by the inclusion of AmerCable’s financial results (which elevated SG&A expenses by \$31.1 million, including \$3.9 million in one-time costs associated with its acquisition). Additionally, SG&A expenses included \$7.4 million in non-capitalizable MEO costs to support the relocation of the segment’s North American footprint (\$4.0 million in the prior year period) as well as increases in compensation related expenses, professional fees and other costs associated with the new facilities; and • a \$21.2 million increase in depreciation and amortization, which was largely driven by the inclusion of AmerCable’s financial results (which resulted in an additional \$19.7 million of depreciation and amortization); and • a \$3.6 million increase in research and development expenses.

4.2.2 Composite Technologies Segment

The following table sets forth revenue (by geographic location), gross profit, gross margin, operating income, operating margin, Adjusted EBITDA and Adjusted EBITDA Margin for the Composite Technologies segment for the following periods:

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)				
North America ^(a)	\$ 121,550	\$ 119,453	\$ 525,672	\$ 525,415
Europe, Middle East and Africa (“EMEA”)	242	824	3,914	3,020
Asia Pacific	—	—	166	—
Total Revenue	\$ 121,792	\$ 120,277	\$ 529,752	\$ 528,435
Gross profit	\$ 30,536	\$ 25,404	\$ 137,422	\$ 142,808
Gross margin	25.1%	21.1%	25.9%	27.0%
Operating income (loss) ^(b)	\$ 5,688	\$ (499)	\$ 45,391	\$ 36,815
Operating margin ^(c)	4.7%	-0.4%	8.6%	7.0%
Adjusted EBITDA ^(c)	\$ 14,771	\$ 9,402	\$ 80,482	\$ 72,208
Adjusted EBITDA margin ^(c)	12.1%	7.8%	15.2%	13.7%

- (a) Specific shipment terms associated with orders ultimately destined for international customers may cause such sales to be recognized as North American revenue.
- (b) Operating income for the three months ended December 31, 2025, includes no restructuring costs and other, net, while operating income for the three months ended December 31, 2024, includes \$1.1 million restructuring costs and other, net. Operating income for the twelve months ended December 31, 2025, includes no restructuring costs and other, net, while operating income for the twelve months ended December 31, 2024, includes \$4.6 million restructuring costs and other, net.
- (c) Operating margin, Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See “Section 12.0 – Reconciliation of Non-GAAP Measures” for further details and a reconciliation of these non-GAAP measures.

Measure	Fourth quarter 2025 versus Fourth quarter 2024	Year ended December 31, 2025, versus Year ended December 31, 2024
Revenue	Revenue increased by \$1.5 million, driven by: <ul style="list-style-type: none"> continued strong demand for Xerxes fuel and water products; partially offset by lower shipments of Flexpipe products as a result of lower North American well completion activity. 	Revenue increased by \$1.3 million, driven by: <ul style="list-style-type: none"> strong demand for Xerxes fuel products; and market share gains for Flexpipe large diameter product offerings; partially offset by the absence of large orders of composite pipe for ultimate use by international customers within Flexpipe.
Gross Profit and Gross Margin	Gross profit increased by \$5.1 million, driven by: <ul style="list-style-type: none"> higher revenue; and a 4.0% increase in gross margin. <p>The increase in gross margin of 4.0% was driven by:</p> <ul style="list-style-type: none"> increased production efficiencies as recently completed production facilities matured. 	Gross profit decreased by \$5.4 million, driven by: <ul style="list-style-type: none"> higher revenue; offset by a 1.1% decrease in gross margin. <p>The decrease in gross margin of 1.1% was driven by:</p> <ul style="list-style-type: none"> a shift in relative sales mix with lower margin fuel tanks contributing a larger share of segment revenue compared to the prior year; and

		<ul style="list-style-type: none"> • temporary production inefficiencies which existed in the earlier part of the year, primarily related to onboarding and workforce training at new sites introduced in the prior year; and • increased costs associated with tariffs which, despite largely being incorporated into selling prices, negatively impacted margins.
Operating Income	<p>Operating income increased by \$6.2 million, driven by:</p> <ul style="list-style-type: none"> • a \$5.1 million increase in gross profit; and • the absence of \$1.1 million in restructuring costs and other, net recorded in the same period of 2024. 	<p>Operating income increased by \$8.6 million, driven by:</p> <ul style="list-style-type: none"> • a \$12.8 million decrease in SG&A expenses, mainly attributable to the absence of non-capitalizable MEO costs of \$11.5 million which were incurred in the prior year to support the execution of the Company’s planned growth and efficiency projects; and • the absence of \$4.6 million in restructuring costs and other, net recorded in 2024; and • a \$2.7 million decrease in research and development expenses; partially offset by • a \$5.4 million decrease in gross profit; and • a \$6.1 million increase in depreciation and amortization expenses largely associated with the segment’s new manufacturing facilities and production lines.

4.3 Discontinued Operations

The results of the Company’s pipe coating subsidiary, Thermotite, are being presented within Discontinued Operations for the period during which the subsidiary remained under the Company’s ownership, up to and including June 4, 2025. Following the sale of a substantial majority of the assets of the Company’s pipe coating business to Tenaris S.A. in late 2023, the Company completed the sale of its remaining pipe coating subsidiary, Thermotite, to Vallourec Tubular Solutions Ltda., a subsidiary of Vallourec S.A., on June 4, 2025. The transaction represented the Company’s final exit from the pipe coating business. The Company received total aggregate proceeds of US\$37.3 million (\$50.8 million) which included the agreed-upon purchase price of US\$17.5 million (\$23.8 million) paid to the Company on June 5, 2025, and a working capital true-up of US\$19.8 million (\$27.0 million) paid to the Company in November 2025.

5.0 Outlook and Supplementary Business Information

The outlook below reflects the Company's current view, including potential significant external factors, as of March 12, 2026 (see "*Section 5.1 Supplementary Business Information*" for more details on the Company's current understanding of External Factors):

- The Company has made, and continues to make, positive progress in improving its core operations, with production levels and operating efficiencies expected to advance further during 2026. Most of the challenges encountered in 2024 and 2025 related to newly commissioned facilities have been resolved or are nearing resolution, and early traction is being realized from new product introductions. Despite these improvements, the Company remains cautious regarding the impact of ongoing geopolitical uncertainty, which has the potential to mute the near-term impact of these positive developments. As a result, the Company expects revenue and Adjusted EBITDA from Continuing Operations during 2026 to be similar to, or slightly below 2025 levels, while cash provided by operating activities from continuing operations is expected to be similar to 2025 levels and capital spending is expected to be lower than 2025. Adjusted EBITDA for the first quarter of 2026 is expected to be similar to adjusted EBITDA for the fourth quarter of 2025.
- Revenue from Connection Technologies during 2026 is expected to be lower than 2025, primarily driven by reduced demand for wire and cable products in the Canadian industrial, Canadian mining, and global oilfield markets.
- Revenue from Composite Technologies during 2026 is expected to be higher than 2025, as productive capacity continues to rise across the Xerxes network and the Flexpipe business gains incremental market share with larger diameter products.
- The Company anticipates total full year 2026 capital expenditures to be \$35 to \$45 million, modestly below its normal course range, of which approximately \$15 million will be allocated to maintenance activity and \$20 to \$30 million will be allocated to high-return growth initiatives including expansion of our US wire and cable manufacturing capabilities in the Connection Technologies segment.

5.1 Supplementary Business Information

The following section provides further background information regarding the Company's strategic transformation and the foundational elements within each of its businesses that may influence Company performance.

Strategic Portfolio Transformation

Since 2019, the Company has undergone a substantial portfolio transformation, evolving from a predominantly oilfield product and service-oriented organization to become a provider of premium, harsh environment products for industrial and infrastructure applications. Key developments in support of this transformation are as follows:

- 2019: Acquired the Xerxes business (formerly known as ZCL), which provides underground fuel and water storage solutions for commercial and industrial sites such as convenience stores, hospitals, airports, data centers and government installations.
- 2020 - 2025: Sold or shuttered twelve businesses, the majority of which provided oilfield products and/or services, in the process eliminating the Company's Pipeline and Pipe Services segment. With these actions, the Company reduced the percentage of its Continuing Operations revenue exposed to oilfield end markets from >75% in 2019 to <30% in 2025.
- 2022-2023: Acquired two small businesses - Kanata, a premium, custom cable assembly provider primarily serving nuclear and aerospace end markets, and Triton Stormwater Solutions, a stormwater management product provider.
- 2023-2025: Invested organically in the MEO of the Company's North American manufacturing network. MEO actions resulted in the establishment of four new production sites (three in the US, one in Canada), one for each of its DSG-Canusa, Shawflex, Xerxes, and Flexpipe businesses, while also establishing in-house production capability for the HydroChain stormwater product line acquired from Triton Stormwater Solutions. These investments position the Company for substantial growth and efficiency enhancement, while significantly lowering its tariff exposure by expanding its ability to supply US customers from domestic production sites.

- 2025: Acquired AmerCable, a US-based manufacturer of harsh environment wire, cable and assemblies. This business manufactures premium low- and medium-voltage products in support of electrification within critical infrastructure sites. This acquisition enhanced the Company's position as a premier, custom engineered cable manufacturer in North America and broadened product offerings.

These actions have strengthened the Company's footprint and diversified its end market exposure as well as improving the relative contributions from each segment.

External Factors

The Company continues to face significant uncertainty regarding the scope and duration of tariffs affecting cross-border trade in North America (despite the United States Supreme Court's February 20, 2026, decision in *Learning Resources, Inc. v. Trump*), and the business and economic consequences arising from such tariffs. This uncertainty continues to cause customers in some end markets to pause, cancel or reduce the size and scope of their investment decisions, and has contributed to broadly lower customer activity in certain sectors, including the Canadian industrial market. The Company currently manufactures products in the US and Canada that are sold cross-border in all of its business units and imports raw materials and component parts for the production of its products. In 2025, approximately 27% of its Cost of Goods Sold (45% in the previous year) was tied to raw materials that crossed at least one North American border prior to incorporation into finished goods. The Company also sources raw materials from other countries that are currently subject to or may, in future become subject to tariffs by the United States and/or Canadian governments. In 2025, the Company reduced its exposure to potential tariff impacts by expanding and upgrading U.S.-based manufacturing capacity and localizing key raw material sourcing, with these actions strengthening supply-chain resilience and positioning the Company more favourably amid ongoing trade uncertainty. These mitigation efforts have also been effective in limiting the direct financial impact of tariffs, with the Company experiencing minor impacts in 2025. The Company remains vigilant and prepared to take additional mitigation actions as needed, including raising the selling prices of its products where necessary.

At the time of publication, the Company has not experienced material impacts from the recent escalation of conflict in the Middle East, however, market dynamics could be altered in the future by sustained geopolitical uncertainty and/or sustained elevation of energy costs. The Company remains confident that its differentiated technologies, which support increased generation, movement and use of electrical power, and the ongoing transition to composite materials in fuel and water management applications, provide the Company with substantial long-term growth and profit expansion opportunities. Despite near- and medium-term geopolitical and macroeconomic challenges, the Company remains positive on the long-term outlook and macro drivers for its products.

Capital Allocation

The Company expects to maintain its flexible "all of the above", approach to capital allocation over the long-term. To maintain strategic optionality, the Company generally seeks to maintain a normal-course Total Net debt-to-Adjusted EBITA ratio of approximately 2.0 times, including leases.

- The Company is currently above its normal-course Total Net debt-to-Adjusted EBITDA ratio, as a result of debt incurred to fund the acquisition of AmerCable. Consequently, the Company anticipates that its allocation of excess cash will be weighted towards debt reduction during 2026.
- During the fourth quarter of 2025, the Company repaid \$43.5 million on its credit facility.
- During the fourth quarter of 2025, no shares were repurchased for cancellation under the NCIB. In 2025, the Company repurchased 2.1 million shares at a cost of \$23.3 million under the NCIB.
- The Company continues to believe share repurchases under its NCIB represent a high-return use of capital. Following strong fourth quarter debt reduction and ongoing operational execution improvement, the Company believes it may be approaching a position where share repurchase activity could resume in parallel with ongoing debt reduction. The Company will provide an update on this subject within its first quarter of 2026 earnings release.

Connection Technologies Segment Overview		
2025 FY Revenue (%)	58%	
Focus	Heat Shrink Tubing	Highly Engineered Wire, Cable and Assemblies
Brand(s)	DSG-Canusa	Shawflex and AmerCable
Typical Range (%) of Segment Revenue) ¹	25-30%	70-75%
Business Overview	Global manufacturer of heat shrinkable and cold shrinkable products for mechanical and electrical insulation solutions. The business also manufactures automated heat shrink application equipment.	Leading manufacturer of premium wire, cable and assembly solutions including products suitable to operate in harsh environments. Across its wire and cable network, the Company manufactures low- and medium-voltage products in support of electrification within critical infrastructure sites, including customer engineered and specialty products and solutions.
Primary Markets Served	<ul style="list-style-type: none"> • Automotive • Defense • Telecommunications • Other Industrial Applications 	<ul style="list-style-type: none"> • Mineral and Resource Extraction • Fixed and Floating Offshore Structures • Electrical Utility • Nuclear and Hydro Power Generation • Mass Transportation • Telecommunications • Automation • Data Centers and Other Industrial Applications
Market/Go-to-market	These products are sold directly to end users or through distributors throughout North America, Europe and Asia.	These products are sold direct to end-users or through distributors throughout North America with periodic sales into select international markets
Key Demand Drivers	<ul style="list-style-type: none"> • Regional industrial activity • Automotive build rates • Automotive electronic content 	<ul style="list-style-type: none"> • Global electrification trends • Commodity prices (coal, gold, copper, potash) • North American utility network investment • Maintenance and repair demand at long-life infrastructure assets • Project-based infrastructure demand • Distributor inventory cycles • Nuclear power plant refurbishment & new build
Macro / Industry Indicators	<ul style="list-style-type: none"> • S&P manufacturing PMI • GDP trends • Global auto production data 	<ul style="list-style-type: none"> • North American utility network investment • US and Canadian interest rates • GDP trends • Commodity pricing • Nuclear refurbishment announcements • Global electrification trends • New data center construction
Current Outlook Themes	<ul style="list-style-type: none"> • US industrial demand stable • European and Canadian industrial demand weakening • Auto production stable with electronic content growth supportive 	<ul style="list-style-type: none"> • Long life infrastructure asset maintenance and repair activity stable • Project timing impacts quarterly variability • Commodity cycles influence customer capital spending • Recent North American trade friction driving Canadian economic/industrial slowing • US tariffs on certain wire and cable products have created oversupply and pricing erosion in CAD market • Rising CANDU nuclear reactor refurbishment, small modular reactor (SMR) new build and other nuclear opportunities • Mid/long-term energy security investment tailwind
Primary Manufacturing Facilities	Fairfield, OH ² Rheinbach, Germany Suzhou, China	El Dorado, AR Katy, TX Vaughan, ON

Seasonal Profile	Underlying demand for the business' products is relatively evenly spread across the year, though demand within its automotive end market often softens toward the end of the year as vehicle manufacturers tend to shut down their factories during the holiday period.	A portion of wire and cable products are sold through distributors, who generally restock in the first quarter of the year and lower inventory levels in the fourth quarter of the year. A portion of sales are also project based, which, depending on project size and timing, could mask or exacerbate seasonal fluctuations.
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¹Contributions from each business within the reporting segment will vary quarter-over-quarter and the Company does not intend to provide a business specific breakdown of its financial performance (low- and high-end ranges for business units do not necessarily aggregate to 100%, as a result); however, the data below provides an approximate range of expected relative revenue contribution from each business based on 2025 results and the Company's expectations and business plans going forward.

²Notes a newly established facility that, as of December 31, 2025, had not reached normal levels of efficiency.

Composite Technologies Segment Overview		
2025 FY Revenue (%)	42%	
Focus	Spoolable Composite Pipe	Composite Underground Storage Tanks ("USTs")
Brand	Flexpipe	Xerxes
Typical Range (%) of Segment Revenue¹	40-45%	55-60%
Business Overview	Flexpipe® manufactures proprietary, flexible, corrosion resistant pipeline products.	Xerxes® primarily manufactures corrosion-free, composite USTs for fuel, water and wastewater applications and HydroChain stormwater management products, including infiltration chambers
Primary Markets Served	<ul style="list-style-type: none"> Onshore oil and natural gas gathering network construction 	<ul style="list-style-type: none"> Retail fueling station/convenience store ('C-store') construction and renewal Water, Wastewater, and Stormwater management Data centers and other back-up power applications
Market/Go-to-market	These products are sold directly to oil and natural gas producers in Canada and the US, with periodic sales (primarily via distributors) to customers in Latin America, the Asia-Pacific Region, the Middle East, India and North Africa	USTs are marketed and sold primarily to C-stores, data centers and infrastructure customers across North America. HydroChain stormwater management products are marketed and sold to infrastructure customers globally. Sales are made directly to end users or via distributors, depending on the customer and geography.
Key Demand Drivers	<ul style="list-style-type: none"> Oil & gas commodity prices Drilling & completion activity Migration from steel to composites as preferred gathering line material Product innovation, expanding addressable market 	<ul style="list-style-type: none"> New-to-industry C-store construction Aging UST replacement cycle Regulatory compliance (federal & state) Stormwater infrastructure construction activity Data center construction activity
Macro / Industry Indicators	<ul style="list-style-type: none"> Global and regional oil and natural gas commodity prices Baker Hughes North America onshore rig counts EIA well completions Enverus basin activity 	<ul style="list-style-type: none"> EIA vehicle fuel mix NACS C-store counts EPA UST age data California UST compliance deadline Bluefield, SNS Insider stormwater CAGR (~7%) CBRE data center supply growth
Current Outlook Themes	<ul style="list-style-type: none"> Global oil supply exceeding demand in the near-term Global natural gas demand exceeding supply in the near-term Composite solutions gradually displacing steel solutions Flexpipe product innovation supporting market share gains 	<ul style="list-style-type: none"> Stable long-term liquid fuel demand in North American transportation sector Regulatory-driven UST replacement tailwind Strong C-store customer capital spending Growing demand for stormwater management products Accelerating data center construction

Primary Manufacturing Facilities	Calgary, AB Rockwall, TX	Edmonton, AB Drummondville, QC Tipton, IA Hagerstown, MD Seguin, TX Blythewood, SC ² Rockwall, TX (HydroChain production co-located with Flexpipe)
Seasonal Profile	<p>Absent dramatic changes in underlying oil and gas commodity prices, the business typically sees its lowest US activity levels in the first quarter of the year, with activity rising in the second and third quarters as customers execute installation campaigns before slowing again during the fourth quarter.</p> <p>In Canada, the business typically experiences stronger activity in the first, third and fourth quarters, with the second quarter normally less active as customers are forced to reduce operations due to wet ground conditions. International activity tends not to have a typical seasonal profile and is often sporadic due to its project driven nature.</p>	<p>Typically, demand is lowest in the first quarter of the year, when North American ground conditions are least favorable for the installation of underground storage tanks and accessories. Demand generally rises in the second and third quarters of the year before declining during the fourth quarter ground conditions deteriorate.</p>

¹Contributions from each business within the reporting segment will vary quarter-over-quarter and the Company does not intend to provide a business specific breakdown of its financial performance (low- and high-end ranges for business units do not necessarily aggregate to 100%, as a result); however, the data below provides an approximate range of expected relative revenue contribution from each business within based on 2025 results and the Company's expectations and business plans going forward.

²Notes a newly established facility that, as of December 31, 2025, had not reached normal levels of efficiency.

6.0 Liquidity and Capitalization

Capital Resources

The Company continues to operate across a broad range of products and services and operate in highly dynamic markets, which means certain areas of its operations remain subject to cyclical patterns. Although recent initiatives have helped stabilize the organization, ongoing growth strategies both organic and through acquisitions can still lead to fluctuations in required investments in property, plant and equipment, working capital, and project guarantees needed to support its various businesses. To address these requirements, the Company focuses on effectively managing its financial resources, including its debt facilities and related instruments, to ensure it maintains the flexibility and capacity necessary to fund these investment demands.

As at December 31, 2025, the Company had cash and cash equivalents totaling \$65.5 million (\$502.5 million including restricted cash as at December 31, 2024) and had unutilized lines of credit available for use of \$351.9 million, subject to covenant limitations (\$291.2 million as at December 31, 2024). The cash balance as at December 31, 2025 reflects the payment of \$401.9 million for the acquisition of the AmerCable and the recently acquired intermediary supplier, investments of \$63.3 million in cash capital expenditures to support planned business expansion initiatives, \$23.3 million of share repurchases, \$20.0 million in repayment of lease liabilities and the net repayment of \$57.9 million on its credit facility during fiscal 2025.

In response to US tariffs announced, the Company transitioned its supply of copper input materials from tariffed to non-tariffed sources. This allowed the Company to avoid substantial tariff expenses but resulted in less favorable supplier payment terms and a related increase in working capital. Based on the actions completed and planned and its diversified business, the Company expects to generate sufficient cash flows and have continued access to its credit facilities, subject to covenant limitations, to fund its operations, working capital requirements, acquisition program and capital program. The Company will continue to focus on maximizing the conversion of operating income into cash to continue to manage and reduce its long-term debt in the near-term while exploring additional organic and inorganic investment opportunities in the longer-term. The Company temporarily paused the allocation of funds to the Company's NCIB share repurchase program late in the third quarter of 2025. This short-term pause does not represent a change in long-term strategy.

The following table sets forth the Company's cash flows by activity and cash balances for the following periods:

	Year Ended	
	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)		
Net Income (loss) from Continuing Operations	\$ 48,294	\$ (6,017)
Depreciation and amortization	67,234	40,435
Other non-cash items	(34,928)	19,714
Other	1,808	14,559
Net change in non-cash working capital and foreign exchange	8,591	(8,516)
Cash provided by operating activities from Continuing Operations	90,999	60,175
Cash provided by operating activities from Discontinued Operations	13,435	369
Cash provided by operating activities	\$ 104,434	\$ 60,544
Cash used in investing activities from Continuing Operations	\$ (464,490)	\$ (105,410)
Cash provided by (used in) investing activities from Discontinued Operations	26,607	(49,581)
Cash used in investing activities	\$ (437,883)	\$ (154,991)
Cash (used in) provided by financing activities from Continuing Operations	\$ (101,529)	\$ 250,774
Cash used in financing activities from Discontinued Operations	—	(132)
Cash (used in) provided by financing activities	\$ (101,529)	\$ 250,642
Effect of Foreign Exchange on Cash and Cash Equivalents	(1,986)	12,234
Net Change in Cash and Cash Equivalents	(436,964)	168,429
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	502,490	334,061
Cash and Cash Equivalents at End of Period	\$ 65,526	\$ 502,490

6.1 Cash Provided by Operating Activities

Cash provided by operating activities was \$104.4 million for the year ended December 31, 2025, an increase of \$43.9 million compared to the \$60.5 million provided by operating activities for the year ended December 31, 2024. Excluding the impact of Discontinued Operations, where cash provided by operating activities was \$13.4 million for the year ended December 31, 2025 and \$0.4 million for the year ended December 31, 2024, the increase in cash provided by Continuing Operations of \$30.8 million was primarily due to better operational results, including a full year of operations from AmerCable when compared to the prior year.

6.2 Cash Used in Investing Activities

Cash used in investing activities was \$437.9 million for the year ended December 31, 2025, an increase of \$282.9 million compared to the \$155.0 million used in investing activities for the year ended December 31, 2024. Excluding the impact of cash provided by investing activities within Discontinued Operations, the increase in cash used in investing activities was \$359.1 million. This was primarily driven by the \$401.9 million purchase consideration paid for the AmerCable business and the purchase of an intermediary agent that had historically facilitated transactions between Mattr and a key overseas supplier. This was partially offset by a \$47.1 million lower cash investment in property, plant, and equipment in the current year with the Company completing its planned MEO projects.

Capital Expenditures

As noted above, the Company's purchases of property, plant, and equipment for Continuing Operations decreased by \$47.1 million from \$110.4 million in 2024, to \$63.3 million in 2025. Of the total, \$44.6 million was directed to growth capital expenditures, largely related to investments in new operating facilities to increase production capacity and efficiency for the Connection Technologies segment.

6.3 Cash (Used in) Provided by Financing Activities

Cash used in financing activities was \$101.5 million for the year ended December 31, 2025, a change of \$352.2 million compared to the \$250.6 million cash provided by financing activities for the year ended December 31, 2024. This change was primarily driven by the net repayment of \$57.9 million of its debt in the year ended December 31,

2025, compared to net proceeds received of \$325.5 million in the prior year primarily through proceeds from issuance of the 2031 Senior Notes, offset by Credit Facility repayments in the prior year. Additionally, the change was also attributed to a decrease of \$24.0 million in repurchases under the Company's NCIB share repurchase program in 2025 compared to 2024 and \$7.5 million in long-term debt issuance costs.

6.4 Working Capital

The following table sets forth the Company's key working capital account balances as at:

(in thousands of Canadian dollars)	December 31, 2025	December 31, 2024
Accounts receivable	\$ 159,931	\$ 146,454
Inventory	\$ 200,641	\$ 142,871
Accounts payable and accrued liabilities	\$ 204,434	\$ 172,326

Accounts receivable from Continuing Operations increased by \$13.5 million, or 9.2%, as at December 31, 2025, compared to December 31, 2024. The increase is primarily the result of the acquisition of AmerCable and the inclusion of its business operations in our financial results.

Inventories from Continuing Operations increased by \$57.8 million, or 40.4%, as at December 31, 2025, compared to December 31, 2024. The increase is primarily the result of the acquisition of AmerCable and the inclusion of its business operations in our financial results.

Accounts payable and accrued liabilities from Continuing Operations increased by \$32.1 million, or 18.6%, as at December 31, 2025, compared to December 31, 2024. The increase is primarily attributable to the acquisition of AmerCable and the inclusion of its business operations in our financial results together with timing of purchases and related payments.

6.5 Long-term Debt and Credit Facilities

The following table sets forth the Company's long-term debt as at:

(in thousands of Canadian dollars except ratios)	December 31, 2025	December 31 2024
Credit Facility	\$ 116,147	\$ 179,900
Senior Notes, unsecured ^(a)	307,963	308,348
Redemption option derivative asset	(6,715)	(6,004)
Deferred transaction costs	(8,732)	(11,006)
Total Long-term Debt	\$ 408,663	\$ 471,238
Total Net debt-to-Adjusted EBITDA ^(b)	3.11	1.01
Total Interest Coverage Ratio ^(b)	3.81	7.63

(a) The Senior Notes includes a remaining premium of \$8.0 million.

(b) Total Net debt-to-Adjusted EBITDA and Total Interest Coverage Ratio are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "Section 12.0 – Reconciliation of Non-GAAP Measures."

The Company was in compliance with its financial covenants on both long-term debt and credit facilities as at December 31, 2025. Total Net debt-to-Adjusted EBITDA increased in the current year primarily due to a lower Net debt balance in the prior year, which reflected \$502.5 million of cash, cash equivalents and restricted cash that was used in connection with the acquisition of AmerCable in January 2025. As such, Total Net debt-to-Adjusted EBITDA increased despite a \$28.5 million increase in adjusted EBITDA and reductions in long-term debt and lease liabilities as compared to the prior year. Similarly, Total Interest Coverage Ratio decreased in the current year primarily due to a full year of interest expense on the debt used to finance the AmerCable acquisition, as compared to prior year, where the debt was drawn later in the year and incurred lower interest expense. As a result, the Trailing-twelve month finance costs, net increased by approximately \$24.6 million or 140% as compared to prior year and caused the Total Interest Coverage Ratio to decrease despite a \$28.5 million increase in adjusted EBITDA.

Credit Facilities

The following table sets forth the Company's total credit facilities as at:

(in thousands of Canadian dollars)	December 31, 2025	December 31 2024
Borrowings on Credit Facility	\$ 116,147	\$ 179,900
Standard letters of credit for financial guarantees, performance and bid bonds	13,490	34,213
Total utilized credit facilities	\$ 129,637	\$ 214,113
Total available credit facilities ^{(a)(b)}	481,548	505,302
Unutilized Credit Facilities ^(b)	\$ 351,911	\$ 291,189

(a) The Company guarantees the bank credit facilities of its subsidiaries. The balance reflects available credit of \$350.9 million in USD as at December 31, 2025 (\$351.1 million in USD as of December 31, 2024).

(b) Subject to covenant restrictions.

Credit Facility

On April 19, 2024, the Company entered into a Sixth Amended and Restated Credit Facility with Toronto-Dominion Bank and National Bank Financial as co-lead arrangers and Royal Bank of Canada, JP Morgan Chase Bank, Export Development Bank and ATB Financial as lenders to further extend the maturity date to April 19, 2028. Under the amendment, the Company is required to maintain an Interest Coverage Ratio of not less than 2.50:1.00 and a Secured Net Debt to Adjusted EBITDA covenant of not greater than 3.00:1.00. The Company will pay a floating interest rate on this Credit Facility that is a function of the Company's Net Debt to EBITDA and other adjustments. For calculating the Secured Leverage Ratio, Secured Net Debt excludes the Senior Notes and the first \$100 million of performance and bid bond letters of credit and all standard letters of credit that are guaranteed by Export Development Canada. The Company incurred fees and expenses of \$1.1 million to implement this renewal.

As at December 31, 2025, the credit facility has \$116.1 million in borrowings (December 31, 2024 - \$179.9 million).

Senior Unsecured Notes

On April 2, 2024, the Company closed its private offering of \$175 million aggregate principal amount of 7.25% senior unsecured notes due 2031 (the "2031 Senior Notes"). The 2031 Senior Notes were issued at a price of \$1,000 per \$1,000 principal amount of 2031 Senior Notes. The Company utilized proceeds of the offering of the 2031 Senior Notes to fund the redemption of its outstanding 9.00% senior unsecured notes due 2026 (the "2026 Senior Notes"), and to pay related fees and expenses and for general corporate purposes. The offering was underwritten by a syndicate led by National Bank Financial and TD Securities.

On December 19, 2024, the Company closed a private offering (the "December 2024 Subscription Receipts") of 125,000 debt subscription receipts at a price of \$1,018.75 per subscription receipt for proceeds to the Company of approximately \$127.3 million. Each debt subscription receipt entitled the holder thereof to receive, upon satisfaction of certain conditions, a newly authenticated 2031 Senior Note (the "Additional 2031 Senior Notes"). Conversion of the December 2024 Subscription Receipts occurred and the Additional 2031 Senior Notes were issued pursuant to the April 2, 2024 trust indenture between the Company and TSX Trust Company (the "Trust Indenture") as supplemented by a supplemental indenture dated December 24, 2024 between the Company and TSX Trust Company such that following the issuance of the Additional 2031 Senior Notes, which became 2031 Senior Notes under the Trust Indenture, \$300 million aggregate principal amount of 2031 Senior Notes was outstanding. The fair value and carrying value of the premium on the Additional 2031 Senior Notes issued pursuant to the December 2024 Subscription Receipts is approximately \$2.4 million and \$2.3 million, respectively. The Company used the net proceeds of the December 2024 Subscription Receipts to pay a portion of the purchase price for the Company's acquisition of AmerCable.

In 2024, the Company incurred \$7.0 million of fees and expenses on issuing the 2031 Senior Notes and \$6.8 million costs associated with redemption of its 2026 Senior Notes.

The 2031 Senior Notes include a redemption feature that constitutes an embedded derivative which was separately recognized at its fair value of \$6.7 million as at December 31, 2025, and recorded as part of Long-term debt. The embedded derivative is classified as fair value through profit and loss. A gain of \$0.7 million was recognized in finance costs, net from the change in fair value for the year ended December 31, 2025; any future changes in fair value will also be recognized in finance costs, net in the Consolidated Statements of Comprehensive Income (Loss).

The 2031 Senior Notes are subject to customary terms, conditions and covenants. The Company is in compliance with these covenants at December 31, 2025.

The 2031 Senior Notes (the “Senior Notes”) are the only senior notes currently issued and outstanding from the Company.

6.6 Commitments, Leases, Contingencies and Off-Balance Sheet Arrangements

The following are the contractual maturities of the Company’s purchase commitments and financial liabilities as at December 31, 2025, relating to Continuing Operations:

(in thousands of Canadian dollars)	2026	2027	2028	2029	2030	Thereafter	Total
	\$	\$	\$	\$	\$	\$	\$
Purchase commitments	79,137	701	581	801	1,067	13,205	95,492
Accounts payable	101,746	—	—	—	—	—	101,746
Long-term debt	—	—	116,147	—	—	300,000	416,147
Interest obligations on long-term debt	21,750	21,750	21,750	21,750	21,750	10,875	119,625
Obligations under leases	16,750	15,393	15,413	14,465	13,315	230,967	306,303
Common area maintenance obligations under leases	2,386	2,221	2,099	1,957	1,559	6,144	16,366
Total contractual obligations	221,769	40,065	155,990	38,973	37,691	561,191	1,055,679

Purchase Commitments relating to Continuing Operations

The Company has \$73.0 million in future commitments with suppliers to purchase raw materials to be used in production. The Company also has agreements with miscellaneous vendors to perform services, acquire supplies, and rent equipment of \$4.4 million. Additionally, the Company has entered into contracts to purchase property, plant and equipment of \$1.8 million, the majority of which relates to investments in potential high return growth opportunities for the Connection Technologies segment and the Composite Technologies segment including the new production facility in Vaughan, Ontario, which opened this year.

Legal Claims

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims with customers, suppliers and other third parties. Management believes that adequate provisions have been recorded in the accounts where required. Although it is not possible to estimate the extent of potential costs and losses, if any, management believes, but can provide no assurance, that the ultimate resolution of such contingencies would not have a material adverse effect on the consolidated financial position of the Company.

Performance, Bid and Surety Bonds

The Company provides standby letters of credit for performance, bid and surety bonds through financial intermediaries to various customers in support of project contracts for the successful execution of these contracts. If the Company fails to perform under the terms of the contract, the customer has the ability to draw upon all or a portion of the bond as compensation for the Company’s failure to perform. The contracts that these performance bonds support generally have a term of one to four years. Bid bonds typically have a term of less than one year and are renewed, if required, over the term of the applicable contract. Historically, the Company has not made and does not anticipate that it will be required to make material payments under these types of bonds.

The Company utilizes the Credit Facility to support its bonds. The Company has utilized total credit facilities of \$13.5 million as at December 31, 2025 (December 31, 2024— \$34.2 million) for support of its bonds.

6.7 Financial Instruments and Other Instruments

Fair Value

IFRS 13, *Fair Value – Measurement*, provides a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs are those that reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions with respect to how market participants would price an asset or liability. These two inputs which are used to measure fair value fall into the following three different levels of the fair value hierarchy:

- Level 1 – Quoted prices in active markets for identical instruments that are observable.
- Level 2 – Quoted prices in active markets for similar instruments; inputs other than quoted prices that are observable and derived from or corroborated by observable market data.
- Level 3 – Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The hierarchy requires the use of observable market data when available.

The following table presents the fair value of financial assets and liabilities in the fair value hierarchy as at December 31, 2025, where instruments are measured at amortized cost and the carrying value does not approximate the fair value:

(in thousands of Canadian dollars)	Fair Value	Level 1	Level 2	Level 3
Liabilities				
Long-term debt	\$ 433,381	\$ —	\$ 433,381	\$ —

Total long-term debt is comprised of Senior Notes, unsecured of \$300 million and amounts drawn on the Credit Facility of \$116.1 million. The Senior Notes, unsecured have a fair market value of \$317.2 million which is higher than the carrying amount as the fixed interest rate is higher than the market rate of interest for this grade of Senior Note as at December 31, 2025. The Credit Facility is subject to a variable interest rate and therefore the carrying amount is approximately equal to the fair market value as at December 31, 2025.

Financial Risk Management

The Company's operations expose it to a variety of financial risks including market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Company periodically utilizes financial instruments to manage the risk associated with foreign exchange rates. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial position and financial performance. Risk management is the responsibility of the Company's management. Material risks are monitored and are regularly reported to the Board of Directors.

Market Risk

Foreign Exchange Risk

The majority of the Company's business is transacted outside of Canada through subsidiaries operating in multiple countries. The net investments in these subsidiaries as well as their revenue, operating expenses and non-operating expenses are denominated in foreign currencies. As a result, the Company's consolidated revenue, expenses and financial position may be impacted by fluctuations in foreign exchange rates as these foreign currency items are translated into Canadian dollars. As at December 31, 2025, fluctuations of +/- 5% in the Canadian dollar, relative to those foreign currencies, would impact the Company's Continuing Operations revenue, income from operations, and net income (attributable to shareholders of the Company) for the year ended December 31, 2025 by approximately \$51.8 million, \$1.5 million and \$2.3 million, respectively, prior to foreign exchange forward contract activities. In addition, such fluctuations would impact the Company's consolidated total assets, consolidated total liabilities and consolidated total equity by approximately \$64.5 million, \$11.2 million and \$53.3 million, respectively, as at December 31, 2025.

The objective of the Company's foreign exchange risk management activities is to minimize transaction exposures associated with the Company's foreign currency denominated cash streams and the resulting variability of the Company's earnings. The Company periodically utilizes foreign exchange forward contracts to manage this foreign exchange risk. Presently the Company does not engage in any significant hedging of currencies.

Interest Rate Risk

The following table summarizes the Company's exposure to interest rate risk as at December 31, 2025:

(in thousands of Canadian dollars)	Non-interest Bearing	Floating Rate	Fixed Interest Rate	Total
Financial assets				
Cash equivalents	\$ —	\$ —	\$ 2,555	\$ 2,555
Financial Liabilities				
Standard letters of credit for performance, bid and surety bonds	\$ 13,490	\$ —	\$ —	\$ 13,490
Long-term debt	—	116,147	300,000	416,147
	\$ 13,490	\$ 116,147	\$ 300,000	\$ 429,637

As at December 31, 2025, the Company estimates that a 100-basis point increase (decrease) in short-term interest rates, with all other variables held constant, would result in \$1.2 million increase (decrease) in annual finance costs.

Credit Risk

Credit risk arises from cash and cash equivalents held with banks, foreign exchange forward contracts, as well as credit exposure of customers, including outstanding accounts receivable. The maximum credit risk is equal to the carrying value of the financial instruments.

For the years ended December 31, 2025, and 2024, there was no customer who generated more than 10% of total consolidated revenue. As at December 31, 2025, and 2024, no customer accounted for more than 10% of the Company's total trade accounts receivable.

The carrying value of accounts receivable is reduced using expected credit loss ("ECL"), and the amount of the loss is recognized in the Consolidated Statements of Income (Loss) with a charge to SG&A. When a receivable balance is considered to be uncollectible, it is written off against the ECL accounts. Subsequent recoveries of amounts previously written off are credited against SG&A expenses.

As at December 31, 2025, \$3.9 million, or 2%, of trade accounts receivable was more than 90 days overdue, compared to \$3.4 million, or 2%, as at December 31, 2024. The Company expects to receive full payment on accounts receivable that are neither past due nor impaired.

The following is an analysis of the change in the ECL accounts for the years ended December 31:

(in thousands of Canadian dollars)	2025	2024
Balance - Beginning of Year	\$ (2,876)	\$ (2,715)
ECL expense	(1,996)	(1,371)
Recovery of amounts previously provided	857	769
ECL written off	33	486
Impact of change in foreign exchange rates	131	(45)
Balance - End of Year	\$ (3,851)	\$ (2,876)

Liquidity Risk

The Company's objective in managing liquidity risk is to maintain sufficient, readily available cash reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and cash equivalents (including restricted cash) and through the availability of funding from committed credit facilities. As at December 31, 2025, the Company had cash and cash equivalents totaling \$65.5 million (December 31, 2024 – \$502.5 million including restricted cash) and had unutilized lines of credit available to use of \$351.9 million (December 31, 2024 – \$291.2 million). As of December 31, 2024, the Company had \$127.3 million in restricted cash from the December 2024 senior unsecured notes offering. These proceeds were restricted under the terms of the senior unsecured notes and used for the acquisition of AmerCable. Accordingly, they were classified as restricted cash and are separately disclosed in the financial statements.

6.8 Outstanding Share Capital

As at March 10, 2026; the Company had 61,356,682 Common Shares outstanding and stock options and share units outstanding to purchase up to 1,930,617 Common Shares

Share Repurchase under Normal Course Issuer Bid ("NCIB")

On June 26, 2025, the Company announced that the TSX had approved the Company's notice of intention to renew its NCIB for common shares of the Company (the "Common Shares"). The renewed NCIB commenced on June 30, 2025, and will terminate one year after its commencement, or earlier if the maximum allowable number of shares are repurchased or the NCIB is terminated earlier at the option of the Company. The previous NCIB terminated on June 4, 2025, the date the maximum purchase limit had been reached.

Pursuant to the NCIB, the Company may purchase for cancellation up to 4,991,584 Common Shares, representing approximately 10% of the Company's public float as at June 16, 2025.

The Company believes use of the NCIB to return capital to its shareholders increases shareholder value and furthers the returns of the Company. Purchases will be made through the TSX or other permitted means (including through alternative trading systems in Canada), at prevailing market prices or as otherwise permitted. The NCIB will be funded by existing cash or available credit, and any Common Shares repurchased by the Company under the NCIB will be cancelled. Other than purchases made under a block purchase exemption pursuant to the rules and policies of the TSX, daily purchases on the TSX pursuant to the NCIB will be limited to 68,375 Common Shares, which represents approximately 25% of the average daily trading volume of 273,500 Common Shares of the Company for the six calendar months preceding May 31, 2025.

The actual number of Common Shares which may be purchased pursuant to the NCIB and the timing of any such purchases will be determined by the Company, subject to applicable law and the rules of the TSX and/or the rules of the Other Exchanges, if eligible, to the extent made through such facilities.

In connection with the NCIB, the Company entered into an Automatic Share Purchase Plan ("ASPP") with a designated broker (the "Broker") in order to facilitate repurchases of its outstanding Common Shares under the NCIB. The ASPP was approved by the TSX and was implemented effective June 30, 2025.

Under the ASPP, the Broker may purchase Common Shares under the NCIB at times when the Company would ordinarily not be permitted to, due to its self-imposed regular quarterly black-out periods or special black-out periods. Before the commencement of any particular internal trading black-out period, the Company may, but is not required to, instruct the Broker to make purchases of Common Shares under the NCIB during the ensuing black-out period in accordance with the terms of the ASPP. While the ASPP remained in effect, the Company elected not to provide the Broker with instructions to make purchases at the end of the fourth quarter of 2025. This does not represent a long-term change in the Company's capital management strategy or repurchase intentions.

During the fourth quarter of 2025, no shares were repurchased for cancellation. The Company paused capital allocation to share repurchases under its NCIB program in September 2025. In the aggregate, since the launch of the Company's initial NCIB on September 26, 2022, until September 30, 2025, the Company repurchased for cancellation approximately 10.4 million of its Common Shares for an aggregate repurchase price of approximately \$140.6 million at a weighted average price of approximately \$13.47 per Common Share.

Shareholders may obtain a copy of the NCIB notice, without charge, by contacting the Company.

6.9 Transactions with Related Parties

The Company had no material transactions with related parties during the period ended December 31, 2025. All related party transactions were in the normal course of business.

7.0 Selected Annual Information

(in thousands of Canadian dollars)	December 31, 2025	December 31, 2024	December 31, 2023
Revenue from Continuing Operations	\$ 1,268,452	\$ 885,317	\$ 880,529
Net Income (Loss) from Continuing Operations	48,294	(6,017)	42,365
Total Net Income (Loss)	46,550	(3,548)	87,219
Total Assets	1,603,290	1,629,160	1,278,299
Total Non-Current Liabilities	\$ 582,019	\$ 664,086	\$ 269,311

The Company did not issue any dividends for the years ended December 31, 2023, 2024 and 2025.

The factors affecting period to period variation and comparability have been discussed in other sections or documents including but not limited to “*Section 3.0 – Key Developments*”, “*Section 4.0 - Results from Operations*”, “*Section 4.3 – Discontinued Operations*”, “*6.5 Long-term Debt and Credit Facilities*”, “*Section 8.0 – Summary of Quarterly Results*” and prior year MD&A.

8.0 Summary of Quarterly Results

The following is a summary of selected financial information for the twelve most recently completed quarters:

(in thousands of Canadian dollars, except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Revenue					
2025	320,120	320,957	314,907	312,468	1,268,452
2024	210,039	241,267	226,240	207,771	885,317
2023	227,234	239,932	221,892	191,471	880,529
Income (Loss) from Operations					
2025	18,441	10,435	17,270	13,435	59,581
2024	4,029	27,163	18,345	(9,416)	40,121
2023	27,060	19,939	25,377	(4,262)	68,114
Net Income (Loss) from Continuing Operations ^(a)					
2025	48,069	(3,716)	3,166	775	48,294
2024	(2,348)	10,829	5,606	(20,289)	(6,202)
2023	18,233	11,077	16,535	(3,512)	42,333
Net Income (Loss) from Discontinued Operations ^(a)					
2025	4,657	(3,269)	(308)	(2,824)	(1,744)
2024	(3,494)	(8,735)	7,186	7,512	2,469
2023	7,006	1,976	55,382	(19,510)	44,854
Net Income (Loss) per share from Continuing Operations					
Basic					
2025	0.77	(0.06)	0.05	0.01	0.78
2024	(0.04)	0.16	0.09	(0.32)	(0.09)
2023	0.26	0.16	0.24	(0.05)	0.61
Diluted					
2025	0.76	(0.06)	0.05	0.01	0.78
2024	(0.04)	0.16	0.08	(0.32)	(0.09)
2023	0.26	0.16	0.24	(0.05)	0.61
Net Income (Loss) per share from Discontinued Operations					
Basic					
2025	0.07	(0.05)	(0.01)	(0.05)	(0.03)
2024	(0.05)	(0.13)	0.11	0.12	0.04
2023	0.10	0.03	0.80	(0.28)	0.65
Diluted					
2025	0.07	(0.05)	(0.01)	(0.05)	(0.03)
2024	(0.05)	(0.13)	0.11	0.12	0.04
2023	0.10	0.03	0.79	(0.28)	0.64

(a) Represents the Net Income (Loss) attributable to shareholders of the Company.

The following are key factors affecting the comparability of quarterly financial results.

- The Company’s business includes a diverse portfolio of products and services. As such, each operating unit’s quarterly results are impacted by different market factors which could result in varying degrees of demand at times. The Company also has a portion of its business, representing 24% of Continuing Operations revenue in the three-month period ended December 31, 2025, tied to the oil and gas industry which experiences volatility based on commodity price fluctuations and operators’ capital spending budgets. In addition, certain of the Company’s operations in both segments are subject to a degree of seasonality.
- Approximately 78% of the Company’s revenue from Continuing Operations in 2024 and 86% of the revenue from Continuing Operations year-to-date in 2025 was transacted in currencies other than Canadian dollars, with a majority transacted in US dollars. Changes in the rates of exchange between the Canadian dollar and other currencies can have a significant effect on the amount of revenue when it is translated into Canadian dollars. Please refer to “*Section 2.2 – Foreign Exchange Impact*”, for additional information with respect to the effects of foreign exchange fluctuations on the results of the Company.
- In November 2023, the Company completed the sale of the majority of its former Pipeline and Pipe Services (“PPS”) segment and subsequently classified it as Discontinued Operations. In the third quarter of 2024, the Company reclassified its remaining pipe coating business, Thermotite, as Discontinued Operations, following the signing of a definitive agreement on September 16, 2024, to sell Thermotite to Vallourec S.A. On June 4, 2025, the Company completed the sale of Thermotite. The results of the sold businesses are presented within Discontinued Operations for the period during which the subsidiary remained under the Company’s ownership, up to and including the date of the sale. All comparative periods have been restated to reflect this classification.
- In the second half of 2023, the Company began incurring non-capitalizable costs in support of its North American production footprint MEO strategy which was completed in the second quarter of 2025.
- In the first quarter of 2025, the Company completed the acquisition of AmerCable. Effective January 2, 2025, AmerCable’s results have been consolidated into Mattr’s financial statements, which has contributed to an increase in the financial performance of the Company compared to previous quarters.
- In the third quarter of 2025, the Company acquired an intermediary agent that had historically facilitated transactions between Mattr and a key overseas supplier of metallic components utilized in the Composite Technologies Segment. The acquisition is intended to eliminate the intermediary role in future transactions and reduce associated commission and procurement costs, in their routine procurement of metallic components used in its Composite Technologies operations.
- The comparability of the quarterly financial results has been impacted by impairment charges and gain or losses on the sale of assets recorded in the various periods.

9.0 Risks and Uncertainties

The Company faces a number of business risks and uncertainties that could materially and adversely affect the Company's projections, business, results of operations and financial condition.

The following summarizes the Company's risks and uncertainties and how the Company manages and mitigates each risk, with the risks within each category listed in order from perceived highest to lowest risk:

9.1 Economic Risks

A change in underlying economic factors could materially adversely affect demand for the Company's products and services and, consequently, its projections, business, results of operations and financial condition.

Demand for the products of the Composite Technologies and Connection Technologies business segments are dependent on a wide variety of factors including projected levels of infrastructure spending, interest rates, geopolitical uncertainty, and regulatory conditions including those impacting infrastructure project approvals and permit issuance as well as the imposition of trade tariffs or trade controls by the United States, Canada or other countries. Composite Technologies segment product demand is more specifically dependent upon the level of new onshore oil and gas well completion in North America and select countries in the Middle East and Latin America, the resiliency of demand for retail fuel in North America, continued growth of demand in the water and waste-water markets, as well as the level of general economic activity in North America. Connection Technologies segment product demand is more specifically dependent on continued investment to expand and renew nuclear and other electrical power generation sites and distribution networks, and the level of new automotive vehicle production of all drive types. Significant changes in any of these underlying factors such as lower than anticipated spending on infrastructure programs, a softening of the retail fuel market, or significant technological shifts or developments that impact the Company's current suite of products and services or decreases in economic activity in the regions the Company serves could result in significant decreases in activity levels in these businesses.

The fluctuation and volatility in prices for oil and gas may have an adverse effect on the Company's operations and financial condition. Demand for oil and natural gas is influenced by numerous factors beyond the Company's control, including the North American and worldwide economies as well as activities of the Organization of Petroleum Exporting Countries ("OPEC") and Russia; political events causing the disruptions in the supply of oil such as the impact and duration of Russia's invasion of Ukraine and the related sanctions on Russia; the ongoing conflicts in the Middle East, as well as the potential for spread of such conflict in the Middle East; geopolitical and other risks impacting the European Union, the Middle East and global markets economies; and the impact of future epidemics and pandemics. Economic declines impact demand for oil and natural gas and result in a softening of oil and gas prices and projected oil and gas drilling activity. If economic conditions or international markets decline to an extent or for a duration which is unexpected, the Company's projections, business, results of operations and financial condition could be materially adversely affected. If actions by OPEC, Russia and other oil producers to increase production of oil adversely affect world oil prices, additional declines in exploration and production operators spend could result, and the Company's projections, business, results of operations and financial condition could be materially adversely affected. In addition, substantial consolidation activity involving meaningful North American onshore exploration and production companies has the potential to impact their near and mid-term capital spending plans, which could cause the Company's projections, business, results of operations and financial condition to be materially adversely affected.

Increases in the prices and/or shortages in the supply of raw materials used in the Company's manufacturing processes could adversely affect the competitiveness of the Company, its ability to serve its customers' needs and its financial performance.

The Company purchases a broad range of materials and components throughout the world in connection with its manufacturing activities. Major items include polyolefin and other polymeric resins, adhesives, sealants, copper and other nonferrous materials. The ability of suppliers to meet performance and quality specifications and delivery schedules is important to the maintenance of customer satisfaction. While the materials required for the Company's manufacturing operations have generally been readily available, the Company has experienced inflationary

pressures and cost increases in certain key raw materials in the past and may continue to experience impacts resulting from such pressures and increases, including from the impact of tariffs, throughout 2026. The Company's performance may be impacted by its ability to pass cost increases on to customers in the price of its products and to affect improvements in productivity. The Company may not be able to fully offset the effects of raw material costs through price increases, productivity improvements or cost-reduction programs. If the Company cannot obtain sufficient quantities of these items at competitive prices, of appropriate quality and on a timely basis, it may not be able to produce sufficient quantities of product to satisfy market demand, contract execution may be delayed, or its material or manufacturing costs may increase. Overall, any of these problems could result in the loss of customers and revenue, provide an opportunity for competitors to gain market acceptance and have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's common shares may experience volatility in their market price.

The market price of the common shares of the Company may be volatile. This volatility may affect the ability of holders to sell the common shares at an advantageous price. Market price fluctuations in the common shares may be due to the Company's operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts' estimates, governmental regulatory action, adverse change in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors as outlined herein. In addition, the market price for securities on stock exchanges, including the TSX, may experience significant price and trading fluctuations, which are often unrelated or disproportionate to changes in operating performance. Also, dispositions by significant shareholders, or other shareholders that hold a significant number of Common Shares, could have an adverse effect on the market price of the common shares, as there is a risk that the Company's common shares are less liquid and trade at a relative discount. In addition, there is a risk that the interests of any significant shareholders differ from those of other shareholders. Further, the Company may, on a go forward basis, elect to buy-back shares or issue additional securities or debt, which in turn may impact the price of common shares. These broad market fluctuations and future share buybacks or issuances may affect the market prices of the common shares. Further, sufficient market liquidity for holders to sell common shares when desired cannot be assured. At times when the Company's share price is relatively low by historic standards, the Company may be subject to takeover attempts by certain companies or institutions acting opportunistically.

The Company's failure to successfully execute on its capital investments into high-return growth and efficiency improvement opportunities, including, among other things, realizing the benefits of the modernization, expansion and optimization of its production footprint could harm its business and financial results and damage its customer relationships and reputation.

The ramp-up of newly modernized, expanded or optimized facilities may increase operating complexity in the short term and divert managements' attention away from the Company's normal course business activities. Failure by management and employees to balance the ramp-up of such newly modernized, expanded or optimized facilities with existing operating needs could have a material adverse impact on the Company's business, financial condition and results of operations. There can be no assurances that the Company will be able to recover capital costs directed towards modernization, expansion and optimization of its production footprint through rate increases to the Company's customers.

If the Company is unable to increase production capacity, to meet any increased demand for its products, the Company may be unable to expand its business, satisfy customer requirements, maintain its competitive position and/or improve profitability. Failure to satisfy customer demand or perform new business contracts may result in a loss of market share and may damage the Company's relationships with key customers. The launch of new projects, whether in an existing or new facility, is a complex process, the success of which depends on a wide range of factors, including the production readiness of the Company and its suppliers, as well as factors related to tooling, equipment, employees, initial product quality and other factors. Failure to successfully ramp-up material new projects could have a material adverse effect on the Company's business, financial condition and results of operations. The Company has no guarantee that the proposed customer contracts related to such new projects will continue to exist or will be complied with following the completion of the projects. Although the Company makes every effort to successfully integrate new projects into existing operations, there can be no assurances that the

Company will realize the anticipated revenues, synergies, or other benefits associated with recently completed MEO projects or future capital investments into high-return growth and efficiency improvement opportunities.

Inflationary pressures may adversely affect the Company's profitability.

Economic conditions causing persistent levels of inflation, challenges in monetary policy normalization, the implementation of new and potential for additional tariffs, and competition for personnel and materials have and may continue to result in significant increases in the cost of obtaining resources necessary to operate the Company's business segments. While levels of inflation have decelerated notably from the peaks seen in 2022, as, among other things, some of the supply chain pressures which were impacting the global economy have eased, there remains a risk that levels of inflation could increase due to a number of factors, including, but not limited to, geopolitical impacts on energy prices, supply constraints and potential impacts of on-going and future trade tariffs. It is uncertain whether any government measures to curb inflationary trends in the future will be implemented or succeed, including the possibility of central banks raising interest rates to counteract inflation. It is also uncertain what impact the imposition of recently implemented tariffs or new or increased tariffs will have on inflation levels.

Persistent inflationary pressures and sustained increases to the costs of obtaining the materials, supplies, labour and services used for the Company's operations may impact the Company's ability to achieve certain performance objectives. While the Company seeks to pass certain cost increases on to its customers where possible and attempts to reduce these pressures through proactive human resource and procurement practices, should these efforts not be successful, the Company's profitability may be materially adversely affected.

A decline in North American land drilling and completion activity or in the level of activity in the oil and gas industry generally could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

The Composite Technologies business segment is materially dependent on the level of North American land drilling and completion activity, which, in turn depends on a variety of factors including global oil and gas demand, prices, reserve levels, production depletion rates, access to capital, governmental regulation and support. Lower land drilling and completion activity decreases demand for the Company's products, such as composite pipe. Further, the Company's revenue derived from its AmerCable business, which is part of the Connection Technologies segment, is tied to conditions in the oil and gas industry in which a segment of its customers operate, and more broadly to general economic conditions. The Company's products offered through its AmerCable business, such as its highly engineered wire and cable solutions, are used in oil and gas industry such as land-based and offshore drilling, production, and downstream facilities. A decline in the level of activity in the oil and natural gas industry could have a material adverse effect on the Company's business, financial condition and results of operations.

The business activities exposed to a decline in North American land drilling and completion activity and/or the level of oil and gas industry activity generally, collectively represented less than 24% of the Company's 2025 Continuing Operations revenues.

An inability to realize the benefits of future strategic transactions may have a negative impact on the Company's business and financial condition.

The Company evaluates the value proposition for new investments, acquisitions and divestitures on an ongoing basis. The Company may complete acquisitions of assets or other entities in the future. These activities create risks such as: (a) the need to integrate and manage the businesses, operations, services, personnel and systems acquired with the Company's own businesses; (b) additional demands on the Company's resources, systems, procedures and controls; (c) disruption of the Company's on-going businesses; (d) diversion of management's attention from other business concerns; (e) additional strain on the Company's cash resources including potential for increased debt levels; and (f) potential for additional regulatory scrutiny.

Furthermore, the Company may desire to divest assets to optimize its operations and financial performance. While divestments may result in the Company having a more focused business, they also may result in the Company becoming less diversified. The Company may have an increased exposure to the business, customers and industry segments in which it operates, which may magnify the impact of any future downcycle in such businesses. In addition, the Company may not receive the optimal or desired amount of proceeds from future divestments and the timing to close any divestment could be significantly different than the Company's expected timeline.

There can be no assurance that the Company will find additional attractive acquisition candidates in the future, or that the Company will be able to complete divestments or acquisitions on financial and other terms acceptable to it or to obtain requisite regulatory approvals.

Negative geopolitical events, including the ongoing Russian invasion of Ukraine and conflicts in the Middle East, may cause increased economic volatility and adversely affect the Company.

Events such as war and occupation, terrorism and related geopolitical risks, including from Russia's invasion of Ukraine and conflicts in the Middle East, may lead to increased economic volatility and may have adverse effects on world economies and markets generally, including in Canada, the United States and Western Europe. The effects of disruptive geopolitical events, political changes and trends, including the rise in populism, protectionism, economic nationalism and the sentiment toward foreign companies in the United States and elsewhere in the world, could affect the economies of Canada, the United States and Western Europe in ways that cannot necessarily be foreseen at the present time. These events could also exacerbate other pre-existing political, social and economic risks. Shipping delays and increased shipping costs due to geopolitical events, and any escalation thereof may have a direct or indirect effect on world economies and the Company's operations and financial results. Further, any restrictive actions that are or may be taken in response to such conflicts, such as sanctions or export controls, could have negative implications on financial markets.

In particular, the outcomes of the conflict between Russia and Ukraine and the escalating conflict in the Middle East are uncertain and is likely to have wide-ranging consequences on the peace and stability of each region and the world economy and may result in adverse effects on macroeconomic conditions, including volatility in financial markets, adverse changes in trade policies, supply chain disruptions, inflation, increased cybersecurity threats and fluctuations in foreign currencies. Additionally, certain governments including Canada, the United States, the United Kingdom and the European Union, have imposed strict financial and trade sanctions against the Russian economy, which may have far reaching effects on the global economy and macroeconomic conditions.

Further, recent and ongoing geopolitical developments, including public statements by senior government officials in the United States regarding Greenland and the broader Arctic region, have contributed to increased uncertainty and volatility in global political and economic conditions. Such statements, regardless of whether they result in formal policy actions, may heighten diplomatic tensions among the United States, Denmark, Greenland and other international stakeholders, and may contribute to broader uncertainty regarding international relations, trade policy, defense priorities, and regional security and could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company operates in a number of markets where there are changing competitive dynamics that could adversely affect its market shares and operating margins.

The Company faces competition from other suppliers in all markets in which it operates. Certain market segments that are material to the Company's financial performance have mature technology characteristics and face commoditization threats. Certain competitors may have financial, technical, manufacturing and marketing advantages and may be in a stronger competitive position than the Company as a result. Competitive actions taken by competitors such as price changes, new product and technology introductions and improvements in availability and delivery could affect the Company's market share or competitive position. To be competitive, the Company must deliver value to its customers by developing new technologies and providing reliable products and services. The intense competition within the industries in which it operates could lead to a reduction in revenue or prevent the Company from successfully pursuing additional business opportunities, which could have an adverse effect on the Company's operating results and cash flows.

Exchange rate fluctuations are beyond the Company's control and could adversely affect its projections, business, and results of operations and/or financial condition.

A significant portion of the Company's business is transacted outside of Canada through subsidiaries operating in several countries. The net investments in these subsidiaries as well as their revenue, operating expenses and non-operating expenses are denominated in foreign currencies. As a result, the Company's consolidated revenue, expenses and financial position may be impacted by fluctuations in foreign exchange rates as these foreign currency amounts are translated into Canadian dollars.

The objective of the Company's foreign exchange risk management activities is to minimize transaction exposures associated with the Company's foreign currency denominated cash streams and the resulting variability of the Company's earnings. The Company utilizes foreign exchange forward contracts to manage foreign exchange risk. The Company does not enter into foreign exchange forward contracts for speculative purposes. Presently, the Company does not engage in any significant hedging of currencies.

Forward-looking statements may prove to be inaccurate.

Investors should be cautious and avoid placing undue reliance on forward-looking statements. By their nature, forward-looking statements involve several assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

The Company's indebtedness may limit its strategic, financial and operational flexibility.

The Company has a significant level of indebtedness under its Credit Facility and Notes. As at December 31, 2025, the Company has \$416 million in aggregate indebtedness outstanding pursuant to the Credit Facility and the Notes. The degree to which the Company is leveraged could have important consequences, including: (i) the Company's ability to obtain additional financing for working capital, capital expenditures, or acquisitions may be limited; (ii) all or part of the Company's cash flow from operations may be dedicated to the payment of the principal of and interest on the Company's indebtedness, thereby reducing funds available for operations; and (iii) certain of the Company's borrowings are at variable rates of interest, which exposes the Company to the risk of increased interest rates. These factors may adversely affect the Company's cash flow. In addition, the occurrence of an economic shock not contemplated in the Company's business plan, a rapid deterioration of conditions or a prolonged recession could result in the depletion of its cash resources, which could have a material adverse effect on its operations and financial condition.

The agreements governing the Company's indebtedness contain numerous restrictive covenants that limit the discretion of the Company with respect to certain business matters. These covenants place significant restrictions on, among other things, the ability of the Company to create liens or other encumbrances, to pay distributions or make certain other payments, investments, loans and guarantees, the ability to conduct share buybacks and repurchases, including the size thereof, if any, and to sell or otherwise dispose of assets.

The Company's Credit Facility and other financing agreements contain financial and other covenants that, if breached by the Company, may require the Company to redeem, repay, repurchase or refinance its existing debt obligations prior to their scheduled maturity.

The Company's Credit Facility, Notes and other financing agreements contain financial and other covenants, including in the case of the Credit Facility, leverage ratio and interest coverage covenants. If the Company was to breach the financial or other covenants contained in these agreements, the Company may be required to redeem, repay, repurchase or refinance its existing debt obligations in a short time frame and the Company's ability to do so may be restricted or limited by the prevailing conditions in the capital markets, available liquidity and other factors. If the Company is unable to refinance its debt obligations in such circumstances, its ability to make capital expenditures and its financial condition and cash flows could be adversely impacted. If future debt financing is not available to the Company when required or is not available on acceptable terms, the Company may be unable to grow its business, take advantage of business opportunities, respond to competitive pressure or refinance maturing debt, any of which could have a material adverse effect on the Company's operating results and financial condition.

The Company's ability to make scheduled payments or to refinance its debt obligations may be negatively impacted or restricted due to matters beyond the Company's control, including prevailing conditions in the capital markets, available liquidity and other factors.

The ability of the Company to make scheduled payments on or to refinance its debt obligations depends on the Company's financial condition and operating performance, which are subject to a number of factors beyond the Company's control. The Company may be unable to maintain a level of cash flow from operating activities sufficient to permit the Company to pay the principal, premium, if any, and interest on its indebtedness. If the

Company's cash flow and capital resources are insufficient to fund its debt service obligations, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow the Company to meet its scheduled debt service obligations.

The Company is subject to interest rate risk.

The Company's Credit Facility is subject to changes in market interest rates. Further, despite certain interest rate reductions in 2025, unexpected changes in economic or market conditions due to, among other things, persistent inflationary pressures, tariff measures, supply chain shortages and geopolitical events, could result in additional interest rate increases in 2026 and beyond, thereby increasing the Company's cost of borrowing which could have a material adverse effect on the Company's operating results and financial condition.

A downgrade of the Company's credit rating could increase the Company's cost of borrowing and reduce its access to debt.

The credit ratings currently assigned to the Company by DBRS and S&P, or that may in the future be assigned by those or other rating agencies, are subject to amendment in accordance with each agency's rating methodology and subjective modifiers driving the credit rating opinion. There is no assurance that any rating assigned to the Company will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future. A downgrade in the credit rating assigned by one or more rating agencies could increase the Company's cost of borrowing or impact the Company's ability to renegotiate or access debt and may have a material adverse effect on the Company's financial condition and profitability.

The Company may be adversely affected by public health crises and other events outside its control.

Public health crises, such as epidemics and pandemics and other events outside of the Company's control, may adversely impact its business and operating results. In addition to the direct impact that such events could have on its facilities and workforce, these types of events could negatively impact capital expenditures and overall economic activity in the impacted regions or depending on the severity, globally, which could impact the demand for the Company's products and services.

The duration and impact of pandemics and public health crises on the Company are difficult to determine and the potential long-term impact will depend on a number of factors, including the ultimate geographic spread of the pandemic, epidemic or public health emergency, the severity of the disease and the duration of the outbreak, directives of public health and governmental authorities, the extent and duration of governmental assistance for businesses and individuals adversely impacted, the extent to which suppliers and customers return to normalized levels of production and capital spending, the effectiveness and use of treatments and vaccines.

Public health crises and other events outside the Company's control, could materially impact the financial results of the Company as a result of the impact of risks related to supply chain disruptions, changes in customer payment practices, labour disruptions and other human resources challenges and challenges in debt management and restrictions on access to capital.

Internal control systems for financial reporting cannot provide absolute assurance of the reliability of financial reporting.

The Company prepares its financial reports in accordance with accounting policies and methods prescribed by IFRS Accounting Standards. In the preparation of financial reports, management may need to make estimates, rely upon assumptions and use their best judgment in determining the financial condition of the Company. The Company's significant accounting policies are described in the notes to the Company's financial statements for the year ended December 31, 2025. In order to have a reasonable level of assurance that financial transactions are properly authorized, recorded and reported and that assets are safeguarded against unauthorized or improper use, the Company has in place internal control systems for financial reporting. Although the Company believes that its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance in that regard. An error in the Company's financial statements could

lead to a requirement to restate such financial statements, resulting in a decrease in investor confidence which could impact the value of the Company's shares.

Customers' inability to obtain credit/financing could lead to lower demand for the Company's services.

Many of the Company's customers require reasonable access to credit facilities and debt and equity capital markets to finance their activity. If the availability of credit to the Company's customers is reduced, they may reduce their expenditures, thereby decreasing demand for the Company's products and services.

The Company's ability to successfully implement new technologies into its operations in a timely and efficient manner may affect its ability to compete with competitors.

The industries in which the Company operates reflect frequent technological advancements and introductions of new products and services utilizing new technologies. The Company's competitors may have greater financial, technical and personnel resources that allow them to implement faster and benefit from greater technological improvements. As a result, the Company could be at a competitive disadvantage to others in the industry, which could diminish its opportunities and profitability. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis, or at an acceptable cost, including providing for the continued compatibility of its products with evolving industry standards and protocols. If the Company does implement such technologies, there is no assurance that the Company will do so successfully. If the Company is unsuccessful or is less successful than its competitors in consistently developing innovative products, processes or use of materials, the Company may be placed at a competitive disadvantage, which could have a material adverse effect on the Company's business, operations or financial results. Further, if there is a shift away from the use of technologies in which the Company is investing, or a change in trends, its costs may not be fully recovered. If the Company is unable to utilize the most advanced commercially available technology, or is unsuccessful in implementing certain technologies, its business, financial condition and results of operations could also be adversely affected, potentially in a material way. In addition, changes in legislative, regulatory or industry requirements or in competitive technologies, including manufacturing processes, may render certain of the Company's products less attractive or may result in the Company's operations not being cost-competitive.

Economic Risk Mitigation

The Company cannot completely mitigate economic risks though it does implement a combination of operational, commercial, and financial strategies to reduce these risks such as maintaining a diversified portfolio of end-markets and customers, disciplined pricing and contract management practices, ongoing cost and productivity initiatives, and active supply chain management. It also maintains a competitive geographical presence across a diverse range of regions and has implemented several systems and processes to manage operational risks, achieve continuous improvements in operational effectiveness, and support various cost reduction initiatives. The Company monitors foreign exchange and interest rate exposures and, where appropriate, uses natural hedging strategies and other risk management techniques. In addition, management continues to evaluate capital allocation, liquidity, and balance sheet flexibility to support operations through economic cycles. During 2024, the Company issued 2031 Senior Notes in an aggregate principal amount totaling \$300 million and amended its Credit Facility to further extend its maturity date and revise covenants. The Company utilized a portion of the net proceeds from the 2031 Senior Notes to fund the redemption of its 2026 Senior Notes. This new debt structure, which includes the 2031 Senior Notes and the amended Credit Facility, provides the Company with additional flexibility to execute its strategy. In 2025, the Company used a portion of the net proceeds from the 2031 Senior Notes and drew from the Credit Facility to finance the acquisition of AmerCable. Since the beginning of 2021 through December 31, 2024, the Company has repaid \$441.5 million of outstanding debt under the Credit Facility. In addition, it has made significant progress in expanding its portfolio outside of the energy sector and optimizing its holdings through non-core business divestitures. For more details on these actions, refer to "Section 3.0 – Key Developments" and "Section 7.5 – Long-term Debt and Credit Facilities" for further specifics on the debt issuance and amendments. While these efforts mitigate economic risks where possible, they cannot eliminate them entirely and actual results may differ materially from expectations.

9.2 Litigation and Legal Risks

The Company is subject to litigation and could be subject to future litigation and significant potential financial liability.

From time to time, the Company is a party to litigation and legal proceedings that it considers to be a part of the ordinary course of business. Although none of the litigation or legal proceedings in which the Company is currently involved could reasonably be expected to have a material adverse effect on the Company's projections, business, results of operations or financial condition, the Company may, however, become involved in material legal proceedings in the future. Such proceedings may include, for example, product liability claims and claims relating to the existence or use of hazardous materials on the Company's property or in its operations, claims related to the divestiture of businesses, as well as intellectual property disputes and other material legal proceedings with competitors, customers, employees and governmental entities. These proceedings could arise from the Company's current or former actions and operations, or the actions or operations of businesses and entities acquired by the Company prior to acquisition. The Company maintains insurance it believes to be commercially reasonable and customary; however, such coverage may be inadequate for or inapplicable to particular claims.

The Company could be subject to substantial liability claims, which may not be covered by insurance, and which could adversely affect its projections, business, results of operations and financial condition.

Some of the Company's products are used in hazardous applications where an accident or a failure of a product could cause personal injury, loss of life, damage to property, equipment or the environment, as well as the suspension of the end-user's operations. If the Company's products were to be involved in any of these difficulties, the Company could face litigation and may be held liable for those losses, which could be substantial.

Extreme weather conditions, natural occurrences, and terrorist activity have strained insurance markets leading to substantial increases in insurance costs and limitations on coverage. Pressure from activists trying to influence insurance underwriters to cease insuring companies whose businesses have involvement with the exploitation and sale of fossil fuels may also lead to challenges in obtaining insurance coverage in the future. Further, the Company may face litigation initiated by third parties relating to the Company's greenhouse gas emissions, its impact on the climate, and/or its disclosure relating to ESG matters. The Company carries prudent levels of insurance to protect it from these events, subject to appropriate deductibles and the availability of coverage. However, in light of the above, the Company's insurance coverage may not be adequate in risk coverage or policy limits to cover all losses or liabilities that it may incur. Moreover, the Company may not be able in the future to maintain insurance at levels of risk coverage or policy limits that management deems adequate on commercially reasonable terms. Any claims made under the Company's policies likely will cause its premiums to increase. Any future damages deemed to be caused by the Company's products or services that are not covered by insurance, or that are in excess of policy limits or subject to substantial deductibles, could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

Litigation and Legal Risk Mitigation

The Company cannot completely mitigate legal risks. However, the Company believes that it maintains adequate operating controls and commercial insurance to substantially mitigate most adverse litigation and legal risks.

9.3 Environmental, Social and Governance (ESG) Risks

The loss or failure to attract, train and retain key personnel could adversely affect the Company's projections, business, and results of operations and/or financial condition.

The Company's success depends in large part on its ability to attract, train and retain key management, engineering, scientific, marketing, and operating personnel as well as skilled laborers for its manufacturing facilities. Recruiting and retaining personnel on a global basis in the industries it serves is a highly competitive and increasingly challenging amidst both changing attitudes towards traditional work culture and norms as well as some of the industries in which the Company operates and types of work required, particularly among younger workers. Added to these challenges are the continued shortages in skilled laborers for manufacturing positions, increased competition for workers generally as well as the rising demand for remote work, evolving and non-uniform legal

and regulatory developments in response as well as associated changes in employee attitudes towards traditional office culture and norms. Depending on its ability to adapt and evolve in both the near and long term to these changes, the Company may not be able to continue to attract and retain qualified executive, managerial and technical personnel needed for its business. The failure to attract a sufficient number of workers, train and develop workers given the evolving nature of the workplace or retain qualified personnel could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

The Company may be adversely impacted by labour-related disputes, organizational activities or deteriorations in relationships with non-unionized and unionized employees.

A deterioration in relationships with the Company's employees or in the labour environment could result in work interruptions or other disruptions, or cause management to divert time and resources from other aspects of the Company's business, any of which could have a material adverse effect on the Company's business, results of operations or financial condition. From time to time, labour unions attempt to organize the Company's employees, and these efforts may continue in the future. Certain of the Company's divisions have existing domestic and foreign labour union contracts covering a minimal number of our overall employees. As the Company continues to grow and enter different regions, unions may attempt to organize all or part of the Company's employee base at certain of its facilities. Responding to such organization attempts may distract management and employees and may have a negative financial impact on individual facilities, or on the Company's business as a whole. The maintenance of a productive and efficient labour environment and, in the event of unionization of these employees, the successful negotiation of a collective bargaining agreement, or any closure agreements, cannot be assured. Protracted and extensive work stoppages or labour disruptions, such as strikes or lockouts, could have a material adverse effect on our business, financial condition and results of operations.

The Company could be negatively affected as a result of actions of activist shareholders, and some institutional investors may be discouraged from investing in the Company due to its energy exposure.

Activist shareholders could advocate for changes to the Company's corporate governance, operational practices and strategic direction, which could have an adverse effect on the Company's reputation, business and future operations. In recent years, publicly traded companies have been increasingly subject to demands from activist shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There can be no assurances that activist shareholders will not publicly advocate for the Company to make certain corporate governance changes or engage in certain corporate actions. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities, could be costly and time consuming and could have an adverse effect on the Company's reputation and divert the attention and resources of management and the Company's Board of Directors, which could have an adverse effect on the Company's business and operational results. Shareholder activism could also create uncertainty about future strategic direction, resulting in loss of future business opportunities, which could adversely affect the Company's business, future operations, profitability and ability to attract and retain qualified personnel.

Additionally, if the Company's reputation is impacted as a result of the energy related industries in which it operates or services, it could result in increased operation or regulatory costs, lower shareholder confidence or loss of public support for the Company's business.

The Company is subject to Health, Safety and Environmental laws and regulations that expose it to potential financial liability.

The Company's operations are regulated under a number of federal, provincial, state, local and foreign environmental laws and regulations, which govern, among other things, the discharge of hazardous materials into the ground, air and water as well as the handling, storage and disposal of hazardous materials. Compliance with these environmental laws is a major consideration in the manufacturing of the Company's products, as the Company uses, generates, stores, transports and disposes of hazardous substances and wastes in its operations. The Company may be subject to material financial liability for the investigation and clean-up of such hazardous materials and to criminal and civil penalties for violations. In addition, many of the Company's current and former properties are or have been used for industrial purposes. Accordingly, the Company also may be subject to financial liabilities relating to the investigation and remediation of hazardous materials resulting from the actions of previous owners or operators of industrial facilities on those sites. The Company has estimated the cost of remediation of various

sites but changes in regulation, cost of remediation or facts could result in material discrepancies which could impact results. Liability in certain instances may be imposed on the Company regardless of the legality of the original actions relating to the hazardous or toxic substances or whether or not the Company knew of, or was responsible for, the presence of those substances. Remediation costs and other damages arising from environmental laws could be substantial and could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company is also subject to various Canadian and U.S. federal, provincial, state and local laws and regulations as well as foreign laws and regulations relating to safety and health conditions in its manufacturing facilities. Those laws and regulations may also subject the Company to material financial penalties or liabilities for non-compliance, including the potential for loss or suspension of permits, as well as potential business disruption if any of its facilities or a portion of any facility is required to be temporarily closed or required to materially change or amend its current operating procedure as a result of a violation of those laws and regulations or material amendment. Any such financial liability or business disruption could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

Changing expectations of stakeholders and government policies regarding sustainability, ESG, DEI, climate change, and environmental protection practices continue to evolve and diverge, and an inability to meet these requirements and expectations could erode stakeholder trust and confidence, damage our reputation, influence actions or decisions about the Company and industry, and have negative impacts on the Company's business, operations or financial results.

Certain governments are requiring, and investors and other stakeholders, are requesting further transparency and disclosure related to ESG topics and are requesting that companies develop and implement robust ESG policies and practices. Disclosure frameworks and evaluation criteria are not standardized and continue to evolve, therefore, certainty around compliance actions cannot be guaranteed.

Many governments have established targets related to material ESG topics, such as carbon, other greenhouse gas and chemical emissions. A number of the industry sectors in which the Company operates are facing additional scrutiny regarding regulations in the near term and the Company's ties to these sectors may subject it to the same. New or more stringent regulations could increase the Company's cost structure to meet compliance obligations or impact the ability to maximize production under existing air permits.

On June 20, 2024, the Canadian government implemented amendments to the *Competition Act* (Canada) that created uncertainty as to how Canadian companies may publicly communicate about their environmental and climate performance. The amendments also imposed significant financial penalties for non-compliance. On June 5, 2025, the Canadian Competition Bureau issued its final guidelines on the greenwashing provisions (the "Guidelines"). While the Guidelines provide some additional clarity on the Competition Bureau's approach to enforcement in cases of misleading environmental claims, the impact of the amendments in practice remain uncertain. Any non-compliance with the amendments to the *Competition Act* may have a negative impact on the Company. Matt continues to monitor developments regarding the amendments to the *Competition Act* to ensure compliance.

The Company may also be impacted by conflicting expectations relating to ESG. While Canadian regulators have increased expectations relating to ESG practices and disclosure, "anti-ESG" sentiment has gained momentum across the U.S. A growing number of U.S. governmental bodies (state and federal) have enacted, proposed or indicated an intent to pursue "anti-ESG" policies and legislation or issued related legal opinions, including in respect of ESG and diversity, equity and inclusion ("DEI") initiatives in the private sector. In addition, in January 2025, the U.S. administration signed a number of executive orders focused on DEI, which indicate continued scrutiny of such initiatives and potential related investigations of certain private entities with respect to DEI initiatives. State governments and regulators have also increased their focus on ESG practices of large U.S. entities conducting business in their states, particularly with respect to climate risk and greenhouse gas emissions. This includes both the climate-related disclosure legislation in states such as California as well as conflicting state level considerations on ESG practices that reflect the political polarization surrounding ESG in the U.S.

Practices and disclosures relating to ESG matters (including but not limited to climate change and emissions, DEI, data security and privacy, ethical sourcing, and water, waste and ecological management) continue to attract increasing scrutiny by stakeholders. In response to potential "anti-ESG" sentiment, it is possible that proponents of ESG measures will become galvanized and increase their efforts to compel or pressure corporations with operations

in the U.S. to advance such initiatives. If the Company does not successfully manage expectations across varied stakeholder interests, it could erode trust and impact the Company's reputation. Failure to implement the policies and practices as requested or expected by stakeholders may result in such investors reducing their investment in the Company, or not investing at all. The Company's response to addressing ESG matters and any negative perception thereof can also impact its reputation, business prospects, ability to hire and retain qualified employees, and vulnerability to activist shareholders. Such risks could adversely affect the Company's future business operations and profitability. Further, certain of the Company's customers, suppliers and other stakeholders are also subject to such expectations and risks, which may result in additional or augmented risks to the Company.

ESG Risk Mitigation

The Company manages its exposure to ESG risks as part of its overall enterprise risk management framework. Oversight of ESG matters is provided by the Board of Directors and its committees, with management responsible for implementing related policies, practices and controls and reporting regularly to the Board. The Company identifies and assesses ESG-related risks, including climate-related risks, health and safety, supply chain practices, regulatory compliance and shareholder expectations, and considers such risks in its strategic planning and operational decision-making. The Company maintains internal controls and disclosure controls designed to support the accuracy and reliability of ESG-related information included in its public disclosure. The Company also engages with suppliers and other stakeholders to monitor and manage ESG-related risks within its operations and supply chain and reviews its ESG practices and disclosures on an ongoing basis in light of evolving regulatory requirements and market expectations.

To minimize risks associated with health, safety and environmental matters at its facilities, the Company has implemented a comprehensive audit program and has completed detailed health and safety and environmental audits at manufacturing and service locations across all divisions. The Company has accrued funds to address its environmental liabilities and continues to manage any necessary remediation activities. Additional details regarding environmental matters can be found in "*Section 12.0 – Environmental Matters.*" Furthermore, the Company is striving towards becoming an IIF workplace and is committed to continued reduction of its impact on the environment.

Through these efforts, ESG risk is mitigated where possible but is not eliminated.

9.4 Climate Change Risks

Unusual or unfavourable weather conditions may cause supply chain and operational disruptions as well as reduced sales.

The physical impacts of increasingly volatile weather conditions, both acute (event driven) and chronic (long-term) may have an adverse effect on the operations of the Company. These include more frequent and extreme weather events, shifts in temperature ranges and precipitation, natural disasters, such as floods, landslides, wildfires, tornadoes, hurricanes, windstorms, snowstorms, earthquakes and tsunamis, resource shortages, changing sea levels and changing temperatures, some or all of which could cause severe or in some instances, catastrophic impacts to the resources, materials, facilities, labour availability or operations of the Company as well as to the reliability and predictability of commercial relations with its customers and suppliers. This uncertainty, in turn, could have a material adverse effect on the Company's ability to operate in certain jurisdictions, projections, business, results of operations and financial condition.

Changes in climate conditions, and regulatory regimes could adversely affect the Company's projections, business, results of operations and financial condition.

Many governments are moving to introduce climate change related rules at the international, national, state, provincial and local levels. Where legislation already exists, regulations relating to "greenhouse gases" and other emission levels and energy efficiency are becoming more stringent. Regulatory requirements, however, are not consistent across the regions in which the Company operates. In addition, concerns about climate change have resulted in environmental activists and members of the public increasingly opposing some elements of business in certain of the industries and markets that the Company serves.

Compliance with requirements related to climate change may require significant capital outlays that may cause material changes, delays or disruptions in the Company's intended activities. The direct or indirect costs of compliance may have a material adverse effect on the Company's costs of operations and ability to operate within the parameters of its existing permits. The Company's business could also be indirectly impacted by climate-change related laws and regulations, as well as changes in public sentiment affecting its customers and suppliers.

Climate Change Risk Mitigation

The Company has tracked and disclosed its Scope 1 and Scope 2 emissions and emissions intensity since 2008. Greenhouse gas emissions from Matt's operations are rather limited and the Company will continue to report on its performance and progress in its annual ESG report. The Company monitors the regulatory landscape around climate change and is implementing best practices to position itself for compliance with potential future regulations.

The Company also continues to optimize its products and solutions and has increased its supply chain diversity so that in most cases it is not reliant on a single source in the event of supply chain interruptions. When evaluating new potential locations for operations, it considers factors such as:

- proximity to customers and suppliers;
- potential and likelihood of severe weather events;
- site topography and flood risk;
- availability of and accessibility to lower carbon energy sources; and
- energy efficiency of the site, operational layout and equipment.

Through these efforts, climate change risk is mitigated where possible but is not eliminated.

9.5 Political and Regulatory Risks

The Company's projections, business, results of operations and financial condition could be adversely affected by actions under Canadian, U.S., European or other trade or tax laws.

The Company is a Canadian-based company with significant operations in the United States and Canada. The Company also owns and operates international manufacturing operations that support its Canadian and U.S. operations and has various facilities that import and export certain products and materials, as well as materials or products necessary for its manufacturing operations from and to the United States, Canada and other countries. If actions under Canadian, U.S., European or other trade or tax laws were instituted that increased the cost of or limited the Company's access to the materials or products necessary for the Company's manufacturing operations, the Company's ability to meet its customers' specifications and delivery requirements (including the timing thereof) would be reduced, potentially materially. Any such reduction in the Company's ability to meet its customers' specifications and delivery requirements or its ability to meet them at the Company's previously anticipated costs could have a material adverse effect on the Company's projections, business, results of operations and financial condition. Further, any changes in legislation, regulation, and policies governing international trade or tax laws involving the markets in which the Company operates could impact the competitiveness of the Company's exports or products, including by increasing the costs of the Company's products and/or affecting its ability to obtain new business from customers, and could have a material adverse effect on the Company's projections, revenues and expenses and, consequently, its business, results of operations, prospects, financial condition, and financial performance.

New tariffs and evolving trade policy between Canada, the United States and other countries, including in Europe, may have an adverse effect on the Company's business and results of operations. There is currently significant uncertainty regarding the extent of general changes in political, legal, regulatory, social, and economic conditions in the markets in which the Company's customers, suppliers and other business partners are located.

For example, in February 2025, the United States announced a 25% additional tariff on imports from Canada (other than energy resources, having a lower 10% tariff) and Mexico (although the United States subsequently exempted products of Canada that qualify as originating under the Canada-United States-Mexico Agreement ("CUSMA")) as well as a 10% additional tariff on imports from China. Canada announced countermeasures consisting of 25% tariffs on specified goods imported from the United States, although such retaliatory tariffs were paused as of March 7, 2025. Subsequently, the United States imposed a 25% tariff on importations of Canadian steel and aluminum

products effective March 12, 2025 (which was subsequently increased to 50% effective June 4, 2025) and automotive goods effective April 3, 2025. In response, Canada imposed 25% retaliatory tariffs on U.S. steel and aluminum products effective March 13, 2025 (with an exemption for miscellaneous consumer products effective September 1, 2025) and U.S. auto imports effective April 3, 2025. In addition, the US Administration imposed a 50% tariff on all semi-finished copper products and intensive copper derivative products and increased the tariff on specified Canadian goods from 25% to 35% effective August 1, 2025. On December 26, 2025, Canada imposed tariffs on the importation of all in-scope steel derivative products from the U.S. The U.S. has also imposed extensive global trade policies affecting more than 100 countries, including countries in the European Union, and in response, certain countries have announced a series of retaliatory tariff policies as well.

On February 20, 2026, the U.S. Supreme Court released a decision limiting the executive branch's authority to impose tariffs under the International Emergency Economic Powers Act ("IEEPA"), which has introduced further uncertainty regarding the continuity, scope and legal basis of certain U.S. trade measures including by virtue of the cessation of IEEPA tariffs and the introduction of alternative U.S. trade measures, any of which could adversely affect global supply chains, input costs and market conditions applicable to the Company. The current state of global tariffs remains fluid. At this time, it cannot be known how long tariff measures will remain in effect in their current form and what new legislation, regulation, and/or policies will be adopted, if any, or the effect that any such law, regulation, or policy may have on the Canadian, U.S. or European economies, other global economies, and/or the Company's current or prospective business and products.

There remains an increased risk that the United States and/or Canada could implement new and/or increased tariffs or restrictions on some or all imports, including products or materials originating in markets in which the Company's customers, suppliers and other business partners are located. Such tariffs or restrictions could have an adverse impact on the Canadian, U.S., and/or European economies generally and/or specific industries or sectors in which the Company operates, and such impact may be material. In addition, as the CUSMA is set for review in July 2026, there is uncertainty if the parties will seek to renegotiate its terms. The renegotiation of CUSMA, or the implementation by the U.S. government of new legislative or regulatory policies, could negatively impact supply chain dynamics, impose additional costs on the Company, decrease U.S. demand for the Company's products and services or otherwise negatively impact the Company, which may have a material adverse effect on the Company's business, financial condition and results of operations. In addition, such uncertainty may adversely impact (i) the ability of other companies to transact with the Company; (ii) the Company's profitability; (iii) global stock markets (including the TSX); and (iv) general global economic conditions. The Company continues to evaluate such developments on an ongoing basis and consider mitigation strategies to limit potential impacts on its business, financial condition and results of operations.

The Company's international operations and sales may experience interruptions due to political, economic, health, global supply chain, or other risks, which could adversely affect the Company's projections, business, results of operations and financial condition.

The Company continues to derive a portion of its total revenue from sales, and from certain of its facilities, outside Canada, the U.S. and Western Europe. In addition, part of the Company's sales from its locations in Canada and the U.S. were for use in other countries. The Company's operations in certain international locations are subject to various political, economic, health and other conditions existing in those countries that could disrupt operations. These risks include:

- currency fluctuations, devaluations and exchange controls;
- inflation;
- the loss of revenue, property and equipment as a result of expropriation, confiscation, nationalization, contract deprivation and force majeure;
- currency restrictions and limitations on repatriation of profits;
- changes in governmental policies and regulatory requirements or the interpretation or application thereof;
- unanticipated global supply chain disruptions, including due to ongoing and potential conflicts and pandemics;
- challenges in respect of logistics, safety, security and communications;
- corruption, political and economic instability and civil unrest;
- hostile or terrorist activities;
- delays or refusals to sanction oil and gas projects;

- insufficient infrastructure;
- restrictions on foreign operations;
- difficulty in protecting intellectual property rights;
- exposure to epidemics, pandemics and other health crises (including the potential institution of lockdowns and other public health restrictions);
- failure to comply with applicable anti-corruption, anti-bribery, sanctions, and trade laws including existing or future legislation or regulation targeted at the prohibition of forced labour;
- the adoption of new, or the expansion of existing, trade restrictions, tariffs, taxes, embargoes and other trade barriers;
- difficulties, delays, and expenses that may be experienced or incurred in connection with the movement and clearance of personnel and goods through the customs and immigration authorities of multiple jurisdictions; and
- limitations on the Company's ability to repatriate cash, funds, or capital invested or held in jurisdictions outside Canada.

In addition, the Company is specifically exposed to risks relating to economic or political developments in developing countries.

The Company's foreign sales and operations may suffer disruptions, and the Company may incur losses that would not be covered by insurance. In particular, civil unrest in politically unstable countries may increase the possibility that the Company's sales and operations could be interrupted or adversely affected. The impact of such disruptions could include the Company's inability to ship products in a timely and cost-effective manner, its inability to place contractors and employees in various countries or regions or result in the need for evacuations or similar disruptions.

Any of the foregoing factors, which are outside the Company's control, could materially adversely affect the Company's projections, business, results of operations and financial condition.

The Company is subject to corruption, bribery and trade laws that expose it to potential financial and regulatory liability.

The Company is required to comply with Canadian, U.S. and international laws and regulations regarding anti-corruption, anti-bribery and trade sanctions and compliance, including supply chain disclosure and reporting legislation. While the Company mandates compliance with all such applicable laws and regulations and has developed policies and procedures to maintain compliance with such laws and regulations, it could be exposed to investigations, claims and other regulatory proceedings for alleged or actual violations related to its operations. The governments of Canada, the United States and other agencies and similar agencies and authorities in other jurisdictions, have a broad range of civil and criminal penalties that they may seek to impose against corporations and individuals for such violations, including among other things, fines, penalties, disgorgement and injunctive relief. If any of these risks materialize, it could have a material adverse effect on the Company's reputation, business, results of operations and financial condition.

Political and Regulatory Risk Mitigation

The Company operates in multiple jurisdictions and is subject to political, regulatory and legislative developments that may affect its operations, financial condition and results of operations. The Company manages its exposure to political and regulatory risk through ongoing monitoring of applicable laws, regulations and policy developments, including trade, sanctions, export controls, environmental, labour and tax requirements. Management, with oversight from the Board of Directors, is responsible for maintaining compliance programs, internal policies and procedures designed to support compliance with applicable regulatory requirements and to respond to changes in the regulatory environment. The Company also engages external advisors, where appropriate, and participates in industry and stakeholder forums to remain informed of emerging political and regulatory developments. Political and regulatory risks are considered as part of the Company's broader enterprise risk management processes and are reviewed on an ongoing basis in light of evolving global and regional conditions.

Through these efforts, Political and Regulatory Risk is mitigated where possible but is not eliminated.

9.6 Information Systems and Cyber-security Risks

A disruption of information technology services or a cyber-security breach may adversely affect the Company.

The Company places significant reliance on its information technology (IT) systems to operate its business and is dependent upon the availability, capacity, reliability, and security of its IT infrastructure and its ability to expand and continually update this infrastructure, to conduct daily operations. In the event that the Company is unable to secure its software and hardware, effectively upgrade systems and network infrastructure and take other steps to maintain or improve its systems, the operation of such systems could be interrupted or result in the loss, corruption or release of confidential data.

These IT systems are subject to a variety of security risks, which are growing in both complexity and frequency and could include potential breakdown, cyber phishing, invasion, virus, cyber-attack, cyber-fraud, cyber extortion or similar compromise, security or data breach, and destruction or interruption of the Company's IT systems by third parties or insiders. Unauthorized access to these systems by employees or third parties could lead to corruption or exposure of confidential, fiduciary or proprietary information, and to interruption of the Company's operations and business activities. In addition, a successful attack on the Company's IT security could result in a loss or theft of its financial resources, critical data and information or could result in a disruption to or a loss of control of the Company's technological infrastructure or financial resources.

Machine Learning Technology and other Artificial Intelligence (AI) technology is being integrated into some of the Company's products, systems or solutions, which could present risks and challenges to the Company's business.

AI and other machine learning technology is being evaluated for purposes of adoption and integration into some of the Company's products, systems or solutions. While AI can present significant benefits, it can also present inherent risks, challenges and unintended consequences to the Company's business. Data sourcing, technology, integration and process issues, program bias into decision-making algorithms, cybersecurity challenges and the protection of personal privacy could impair the adoption and acceptance of AI. If the output from AI in the Company's products, systems or solutions are deemed to be inaccurate or questionable, or if the use of AI does not operate as anticipated or perform as promised, the Company's business and reputation may be harmed. Accordingly, dependence on AI without adequate safeguards may introduce additional operational vulnerabilities by producing inaccurate outcomes based on flaws or deficiencies in the underlying data or other unintended results. Further, the complexity of integrating AI into existing workflows may also lead to operational disruptions during the transition period. As the adoption of AI quickens, the Company expects competition to intensify and additional companies may enter the Company's markets offering similar products, systems or solutions. The Company may not be able to compete effectively with its competitors and the Company's strategy to integrate AI technology into its products, systems or solutions may also not be accepted by its customers or by other businesses in the marketplace, which could lead to a decline in the Company's market share and profitability.

Any future integration of AI may also expose the Company to risks regarding intellectual property ownership and license rights, particularly if any copyrighted material is embedded in training models. The use of copyrighted materials in AI technology has not been fully interpreted by federal, state, or international courts and the regulatory framework for AI continues to evolve and remains uncertain. As AI is an emerging technology, it is possible that new laws and regulations will be adopted in the jurisdictions in which the Company operates, or existing laws and regulations may be interpreted in new ways, that would affect the way in which AI technology is used in the Company's products, systems or solutions. Further, the cost to comply with such laws or regulations, including court decisions, could be significant. The risks and challenges associated with future integration of AI technology into the Company's products, systems and solutions could adversely affect the Company's business, financial condition and results of operations. Accordingly, there is no certainty that the Company's investment in AI and machine learning technologies will yield materially better results, higher outputs or increased productivity.

Information Systems and Cybersecurity Risks Mitigation

The Company maintains security policies and procedures that include employee protocols with respect to electronic communications and electronic devices, use of artificial intelligence, encryption protection of all computers and

portable electronic devices and conducts annual cyber-security assessments. The Company applies technical and process controls in line with industry-accepted standards and best practices to protect its information, assets and systems, including a written incident response plan for responding to a cyber-security incident. However, due to the variety, sophistication and frequency of change in technology, these controls may not adequately prevent cyber-security breaches. Disruption of critical information technology services, or breaches of information security, could have a material negative effect on the Company's business, financial condition, and results of operations, as well as on the Company's reputation. Through these efforts, information systems and cybersecurity risks are mitigated where possible but are not eliminated.

10.0 Disclosure Controls and Internal Controls Over Financial Reporting

Management is responsible for establishing and maintaining adequate disclosure controls and procedures and internal control over financial reporting as defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings. Internal control, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and due to its inherent limitations, may not prevent or detect all misrepresentations.

The President and Chief Executive Officer and the Senior Vice President, Finance and Chief Financial Officer, together with the management of the Company, have evaluated the effectiveness of the Company's Disclosure Controls and Procedures ("DC&Ps") (as defined in the rules of the Canadian Securities Administrators) and the effectiveness of Internal Controls Over Financial Reporting ("ICFR"). Based on that evaluation, they have concluded that the DC&Ps were effective as at December 31, 2025. Furthermore, they have concluded that the Company's ICFR was effective as at December 31, 2025.

In the first quarter of 2025, the Company successfully transitioned its financial consolidation and reporting process to the OneStream platform as part of ongoing efforts to support growth, enhance efficiency and improve reporting processes. This did not have an impact on the Company's accounting policies or reported results, and internal controls were updated to reflect the improved process. There were no additional changes in the Company's ICFR during 2025 that had or are reasonably likely to have a material impact on the Company's ICFR.

11.0 Critical Accounting Judgments, Estimates and Accounting Policy Developments

11.1 Critical judgments

The preparation of the financial statements in conformity with IFRS Accounting Standards requires management to make critical judgments when applying accounting policies. The following are critical judgments management has made that have the most significant effect on the amounts recognized in the financial statements.

Determination of Fair Value of Identifiable Assets Acquired in a Business Combination

Business combinations are accounted for using the acquisition method of accounting. The allocation of the purchase price requires estimates as to the fair value of acquired assets and liabilities assumed. In applying IFRS 3, Business Combinations, the Company makes significant judgments and estimates in determining whether an acquisition meets the definition of a business, establishing the acquisition date, and measuring the fair value of assets acquired and liabilities assumed. The information necessary to measure the fair values as at the acquisition date of assets acquired and liabilities assumed requires management to make certain judgments and estimates, including but not limited to, the most appropriate valuation methodology, forecasted sales, cost to produce, revenue growth rates, royalty rates, tax rates, capital spending, operating income before depreciation and amortization, discount rates, and customer attrition rates used in the determination of their fair value.

Determination of Reportable Operating Segments

Management has exercised judgment in evaluating the defined aspects of its operating segments, aggregation criteria, and quantitative thresholds that form the reportable operating segments of the Company. Operating segments are reported in a manner consistent with the internal reporting provided to the Company's Chief Operating Decision Maker ("CODM"). The CODM is responsible for allocating resources and assessing the performance of the operating segments.

Determination of Cash Generating Unit (“CGU”)

Management has exercised judgment in identifying the CGUs of the Company. In performing impairment assessments of long-lived assets, assets that cannot be assessed individually are grouped together into the smallest group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Determination of CGUs is also required for impairment testing of goodwill.

Provisions and Contingent Liabilities

As at December 31, 2025, the Company had \$30.2 million of provisions; of this amount \$19.8 million was included in current liabilities and \$10.5 million was included in non-current liabilities. Provisions and liabilities for legal and other contingent matters are recognized in the period when it becomes probable that there will be a future outflow of economic benefits resulting from past operations or events and the amount of the cash outflow can be reliably measured. The timing of recognition and measurement of the provision requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take into account changing facts and circumstances.

The Company is required to determine whether a loss is probable based on judgment and interpretation of laws and regulations and whether the loss can be reliably measured. When a loss is determined, it is charged to the Consolidated Statements of Income (Loss). The Company must continually monitor known and potential contingent matters and make appropriate provisions by charges to income when warranted by circumstances.

Income Taxes

The calculation of income taxes requires judgment in interpreting tax rules and regulations. There are transactions and calculations for which the ultimate tax determination is uncertain. The tax filings also are subject to audits, the outcome of which could change the amount of current and deferred income tax assets and liabilities. Management believes that it has sufficient amounts accrued for outstanding tax matters based on information that is currently available.

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Management judgment is used to determine the amounts of deferred income tax assets and liabilities to be recognized, based upon the likely timing and the level of future taxable profit together with future tax planning strategies. In particular, judgment is required when assessing the timing of the reversal of temporary differences to which future income tax rates are applied.

11.2 Critical Accounting Estimates

The preparation of the financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect the amounts of assets, liabilities and contingencies at the date of the financial statements, and the reported amounts of revenue and expenses during the period. These estimates and assumptions are made with management’s best judgment given the information available at the time; however, actual results could differ from the estimates.

Long-lived Assets and Goodwill

As at December 31, 2025, the Company had \$1,142.7 million of long-lived assets and goodwill. The Company evaluates the carrying values of the CGU or group of CGUs containing goodwill and/or indefinite life intangible assets on an annual basis in the fourth quarter of each year to determine whether or not impairment of these assets has occurred. Similarly, the Company evaluates the carrying values of its long-lived assets whenever circumstances arise that could indicate impairment or reversal of impairment, and at each reporting date. These impairment tests require the determination of recoverable amounts which include certain assumptions regarding discount rates and future cash flows generated by these assets in determining the value-in-use and fair value less costs of disposal calculations. Actual results could differ from these assumptions and estimates.

Employee Future Benefit Obligations

As at December 31, 2025, the Company had \$5.3 million of employee future benefit obligations. The Company provides future benefits to its employees under a number of defined benefit arrangements. The calculation of the defined benefit obligation recognized in the financial statements includes a number of assumptions regarding discount rates, rates of employee compensation increases, rates of inflation, and life expectancies. The outcome of any of these factors could differ from the estimates used in the calculations and have an impact on operating expenses, non-current assets and non-current liabilities.

Income Taxes

The recording of income tax expense includes certain estimations related to the impact in the current year of future events. Differences between the estimated and actual impact of these events could impact tax expense, current taxes payable or deferred taxes. In particular, income and losses in foreign jurisdictions may be taxed at rates different from those expected in Canada. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the losses can be utilized. Given the wide range of international business relationships and the complexity and duration of contracts, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to taxable income and tax expense already recorded. The Company establishes liabilities, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such liabilities is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences in interpretation may arise for a wide variety of issues, depending on the conditions prevailing in the domicile of the respective entity.

12.0 Reconciliation of Non-GAAP Measures

The Company reports on certain non-GAAP measures that are used to evaluate its performance and segments, as well as to determine compliance with financial covenants and to manage its capital structure. These non-GAAP measures do not have standardized meanings under IFRS Accounting Standards and are not necessarily comparable to similar measures provided by other companies. The Company discloses these measures because it believes that they provide further information and assist readers in understanding the results of the Company's operations and financial position. These measures should not be considered in isolation or used in substitution for other measures of performance prepared in accordance with GAAP. The following is a reconciliation of the non-GAAP measures reported by the Company.

EBITDA and Adjusted EBITDA

EBITDA is a non-GAAP measure defined as earnings before interest, income taxes, depreciation and amortization. Adjusted EBITDA is also a non-GAAP measure defined as EBITDA adjusted for items which do not impact day to day operations. Adjusted EBITDA is calculated by adding back to EBITDA the sum of impairments, costs associated with refinancing of long-term debt and credit facilities, (gain)/loss on sale of land and other, (gain)/loss on sale of operating unit and associates, acquisition costs including non-cash impact from inventory fair value adjustments, share-based incentive compensation (recovery) cost, non-recurring pension related costs (recoveries), foreign exchange (gain)/loss, restructuring costs and other, net and the impact of non-recurring transactions that are outside the Company's normal course of business or day-to-day operations. The Company believes that EBITDA and Adjusted EBITDA are useful supplemental measures that provide a meaningful indication of the Company's results from principal business activities prior to the consideration of how these activities are financed or the tax impacts in various jurisdictions and for comparing its operating performance with the performance of other companies that have different financing, capital or tax structures. The Company presents Adjusted EBITDA as a measure of EBITDA that excludes the effect of transactions that fall outside the Company's ordinary course of business or routine operations. Adjusted EBITDA is used by many analysts as one of several important analytical tools to evaluate financial performance and is a key metric in business valuations. It is also considered important by lenders to the Company and is included in the financial covenants of the Credit Facility. The most directly comparable financial measure to EBITDA and Adjusted EBITDA that is disclosed in the Company's financial statements is Net Income (Loss) or Operating Income for segments.

Continuing Operations

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)				
Net Income (Loss) from Continuing Operations	\$ 775	\$ (20,289)	\$ 48,294	\$ (6,017)
Add:				
Income tax expense (recovery)	2,668	4,848	(30,840)	21,849
Finance costs, net	9,992	6,025	42,127	17,539
Amortization of property, plant and equipment, intangible assets and ROU assets	17,127	11,922	67,234	40,435
EBITDA	30,562	2,506	126,815	73,806
Share-based incentive compensation (recovery) cost	(1,222)	(2,248)	(310)	5,601
Foreign exchange loss	562	3,640	12,119	10,374
Loss on sale of land and other	292	—	989	—
Non-recurring pension related costs	—	2,245	—	2,245
Cost associated with repayment and modification of long-term debt	—	—	—	6,750
Income from shares tender trust refund	—	—	—	(653)
Restructuring costs and other, net	—	4,887	—	8,413
Cost associated with acquisition ^(a)	1,594	1,688	8,394	1,688
Non-cash impact from inventory fair value adjustment ^(b)	—	—	6,810	—
Adjusted EBITDA	\$ 31,788	\$ 12,718	\$ 154,817	\$ 108,224

(a) Costs associated with the acquisition of AmerCable.

(b) Impact in cost of goods sold resulting from the fair value adjustment to inventory acquired from AmerCable as part of the purchase price allocation.

Connection Technologies Segment

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)				
Operating Income	\$ 14,795	\$ 3,808	\$ 54,581	\$ 42,558
Add:				
Amortization of property, plant and equipment, intangible assets and ROU assets	7,583	2,429	30,157	8,998
EBITDA	22,378	6,237	84,738	51,556
Share-based incentive compensation (recovery) cost	(24)	(74)	(202)	1,419
Loss on sale of land and other	292	—	989	—
Restructuring costs and other, net	—	3,810	—	3,844
Cost associated with acquisition ^(a)	1,594	—	3,873	—
Non-cash impact from inventory fair value adjustment ^(b)	—	—	6,810	—
Adjusted EBITDA	\$ 24,240	\$ 9,973	\$ 96,208	\$ 56,819

(a) Costs associated with the acquisition of AmerCable.

(b) Impact in cost of goods sold resulting from the fair value adjustment to inventory acquired from AmerCable as part of the purchase price allocation.

Composite Technologies Segment

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)				
Operating Income (Loss)	\$ 5,688	\$ (499)	\$ 45,391	\$ 36,815
Add:				
Amortization of property, plant and equipment, intangible assets and ROU assets	9,196	8,934	35,470	29,405
EBITDA	14,884	8,435	80,861	66,220
Share-based incentive compensation (recovery) cost	(113)	(110)	(379)	1,417
Restructuring costs and other, net	—	1,077	—	4,571
Adjusted EBITDA	\$ 14,771	\$ 9,402	\$ 80,482	\$ 72,208

Discontinued Operations

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)				
Net (Loss) Income from Discontinued Operations	\$ (2,824)	\$ 7,512	\$ (1,744)	\$ 2,469
Add:				
Income tax expense (recovery)	4	(1,933)	1,755	(133)
Finance income, net	—	(179)	(309)	(406)
Amortization of property, plant and equipment, intangible assets and ROU assets	—	—	—	1,237
EBITDA from Discontinued Operations	(2,820)	5,400	(298)	3,167
Foreign exchange loss (gain)	—	99	(10)	970
Loss on sale of operating unit and subsidiary	2,820	2,843	4,699	18,335
Adjusted EBITDA from Discontinued Operations	\$ —	\$ 8,342	\$ 4,391	\$ 22,472

Total Consolidated Mattr (Continuing and Discontinued Operations)

	Three Months Ended		Year Ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
(in thousands of Canadian dollars)				
Net (Loss) Income	\$ (2,049)	\$ (12,777)	\$ 46,550	\$ (3,548)
Add:				
Income tax expense (recovery)	2,672	2,915	(29,085)	21,716
Finance costs, net	9,992	5,846	41,818	17,133
Amortization of property, plant and equipment, intangible assets and ROU assets	17,127	11,922	67,234	41,672
EBITDA	27,742	7,906	126,517	76,973
Share-based incentive compensation (recovery) cost	(1,222)	(2,248)	(310)	5,601
Foreign exchange loss	562	3,739	12,109	11,344
Loss on sale of land and other	292	—	989	—
Loss on sale of operating unit and subsidiary	2,820	2,843	4,699	18,335
Non-recurring pension related costs	—	2,245	—	2,245
Cost associated with repayment and modification of long-term debt	—	—	—	6,750
Income from shares tender trust refund	—	—	—	(653)
Restructuring costs and other, net	—	4,887	—	8,413
Cost associated with acquisition ^(a)	1,594	1,688	8,394	1,688
Non-cash impact from inventory fair value adjustment ^(b)	—	—	6,810	—
Adjusted EBITDA	\$ 31,788	\$ 21,060	\$ 159,208	\$ 130,696

(a) Costs associated with the acquisition of AmerCable.

(b) Impact in cost of goods sold resulting from the fair value adjustment to inventory acquired from AmerCable as part of the purchase price allocation.

Adjusted EBITDA Margin

Adjusted EBITDA margin is defined as Adjusted EBITDA divided by revenue and is a non-GAAP measure. The Company believes that Adjusted EBITDA margin is a useful supplemental measure that provides meaningful assessment of the business results of the Company and its Operating Segments from principal business activities excluding the impact of transactions that are outside of the Company's normal course of business.

Operating Margin

Operating margin is defined as operating income from continuing operations divided by revenue and is a non-GAAP measure. The Company believes that operating margin is a useful supplemental measure that provides meaningful assessment of the business performance of the Company and its Operating Segments. The Company uses this measure as a key indicator of financial performance, operating efficiency and cost control based on volume of business generated.

Adjusted Net Income (attributable to shareholders)

Adjusted Net Income (attributable to shareholders) is a non-GAAP measure defined as Net Income (attributable to shareholders) adjusted for items which do not impact day-to-day operations. Adjusted Net Income (attributable to shareholders) is calculated by adding back to Net Income (attributable to shareholders) the after tax impact of the sum of impairments, costs associated with repayment of long-term debt and credit facilities, (gain)/loss on sale of land and other, (gain)/loss on sale of operating unit and associates, acquisition costs including non-cash impact from inventory fair value adjustments, share-based incentive compensation (recovery) cost, non-recurring pension related costs (recoveries), foreign exchange (gain)/loss, restructuring costs and other, net, and the impact of non-recurring transactions that are outside the Company's normal course of business or day-to-day operations. The Company believes that Adjusted Net Income (attributable to shareholders) is a useful supplemental measure that provides a meaningful indication of the Company's results from principal business activities and helps readers assess the Company's underlying earnings performance on a normalized, ongoing basis. The most directly comparable financial measure to Adjusted Net Income (attributable to shareholders) that is disclosed in the Company's financial statements is Net Income (Loss) (attributable to shareholders).

Adjusted Earnings Per Share ("Adjusted EPS")

Adjusted EPS (basic) is a non-GAAP measure defined as Adjusted Net Income (attributable to shareholders) divided by the number of common shares outstanding. Adjusted EPS (diluted) is a non-GAAP measure defined as Adjusted Net Income (attributable to shareholders) divided by the number of common shares outstanding, further adjusted for potential dilutive impacts of outstanding securities which are convertible to common shares. The Company presents Adjusted EPS as a measure of Earning Per Share ("EPS") that excludes the impact of transactions that are outside the Company's normal course of business or day to day operations. Adjusted EPS indicates the amount of Adjusted Net Income the Company makes for each share of its stock and is used by many analysts as one of several important analytical tools to evaluate financial performance and is a key metric in business valuations. The most directly comparable financial measure to Adjusted EPS that is disclosed in the Company's financial statements is Earnings (Loss) per Share.

Total Consolidated Mattr Adjusted EPS (Continuing and Discontinued Operations)

(in thousands of Canadian dollars except for per share amounts)	Three Months Ended					
	December 31, 2025			December 31, 2024		
	Earnings Per Share			Earnings Per Share		
	Basic	Diluted		Basic	Diluted	
Total Consolidated Mattr Net Loss ^(a)	\$ (2,049)	(0.03)	(0.03)	\$ (12,777)	(0.20)	(0.20)
Adjustments (before tax):						
Share-based incentive compensation recovery	(1,222)			(2,248)		
Foreign exchange loss	562			3,739		
Loss on sale of land and other	292			—		
Loss on sale of operating unit and subsidiary	2,820			2,843		
Non-recurring pension related costs	—			2,245		
Restructuring costs and other, net	—			4,887		
Cost associated with acquisition ^(b)	1,594			1,688		
Tax effect of above adjustments	204			(1,775)		
Total Consolidated Mattr Adjusted Net Income (Loss) (non-GAAP) ^(a)	\$ 2,201	0.04	0.04	\$ (1,398)	(0.02)	(0.02)

(a) Attributable to Shareholders of the Company.

(b) Costs associated with the acquisition of AmerCable.

(in thousands of Canadian dollars except for per share amounts)	Year Ended					
	December 31, 2025			December 31, 2024		
	Earnings Per Share		Earnings Per Share			
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Total Consolidated Mattr Net Income (Loss) ^(a)	\$ 46,550	0.75	0.75	\$ (3,733)	(0.06)	(0.06)
Adjustments (before tax):						
Share-based incentive compensation (recovery) cost	(310)			5,601		
Foreign exchange loss	12,109			11,344		
Loss on sale of land and other	989			—		
Loss on sale of operating unit and subsidiary	4,699			18,335		
Non-recurring pension related costs	—			2,245		
Cost associated with repayment and modification of long-term debt	—			6,750		
Income from shares tender trust refund	—			(653)		
Restructuring costs and other, net	—			8,413		
Cost associated with acquisition ^(b)	8,394			1,688		
Non-cash impact from inventory fair value adjustment ^(c)	6,810			—		
Tax effect of above adjustments	(4,504)			(4,117)		
Non-recurring tax recoveries associated with acquisition of AmerCable	(40,819)			—		
Total Consolidated Mattr Adjusted Net Income (non-GAAP) ^(a)	\$ 33,918	0.55	0.55	\$ 45,873	0.70	0.69

(a) Attributable to Shareholders of the Company.

(b) Costs associated with the acquisition of AmerCable.

(c) Impact in cost of goods sold resulting from the fair value adjustment to inventory acquired from AmerCable as part of the purchase price allocation.

Total Net debt-to-Adjusted EBITDA

Total Net debt-to-Adjusted EBITDA is a non-GAAP measure defined as the sum of long-term debt, current lease liabilities and long-term lease liabilities, less cash and cash equivalents, divided by the Consolidated (Continuing and Discontinued Operations) Adjusted EBITDA, as defined above, for the trailing twelve-month period. The Company believes Total Net debt-to-Adjusted EBITDA is a useful supplementary measure to assess the borrowing capacity of the Company. Total Net debt-to-Adjusted EBITDA is used by many analysts as one of several important analytical tools to evaluate how long a company would need to operate at its current level to pay off all its debt. It is also considered important by credit rating agencies to determine the probability of a company defaulting on its debt. It is important to note that this definition differs from the calculation used for financial covenant compliance as per the Company's credit agreements.

(in thousands of Canadian dollars except Net debt-to-EBITDA ratio)	December 31, 2025	December 31, 2024
Long-term debt	\$ 408,663	\$ 471,238
Current portion of Lease liabilities	15,961	9,180
Non-current portion of Lease liabilities	136,210	153,947
Cash, cash equivalents and restricted cash	(65,526)	(502,490)
Total Net debt	495,308	131,875
Q1 2024 Adjusted EBITDA	—	30,069
Q2 2024 Adjusted EBITDA	—	42,824
Q3 2024 Adjusted EBITDA	—	36,743
Q4 2024 Adjusted EBITDA	—	21,060
Q1 2025 Adjusted EBITDA	54,031	—
Q2 2025 Adjusted EBITDA	39,366	—
Q3 2025 Adjusted EBITDA	34,023	—
Q4 2025 Adjusted EBITDA	31,788	—
Trailing twelve-month Adjusted EBITDA	\$ 159,208	\$ 130,696
Total Net debt-to-Adjusted EBITDA	3.11	1.01

Total Interest Coverage Ratio

Total Interest Coverage Ratio is a non-GAAP measure defined as Consolidated Adjusted EBITDA (Continuing and Discontinued Operations), as defined above, for the trailing twelve-month period, divided by finance costs, net, for the trailing twelve-month period. The Company believes Total Interest Coverage Ratio is a useful supplementary measure to assess the Company's ability to honor its debt payments. Total Interest Coverage Ratio is used by many analysts as one of several important analytical tools to judge a company's ability to pay interest on its outstanding debt. It is also considered important by credit rating agencies to determine a company's riskiness relative to its current debt or for future borrowing. It is important to note that this definition differs from the calculation used for financial covenant compliance as per the Company's credit agreements.

(in thousands of Canadian dollars except Net debt-to-EBITDA ratio)	December 31, 2025	December 31, 2024
Q1 2024 Adjusted EBITDA		30,069
Q2 2024 Adjusted EBITDA	\$ —	\$ 42,824
Q3 2024 Adjusted EBITDA	—	36,743
Q4 2024 Adjusted EBITDA	—	21,060
Q1 2025 Adjusted EBITDA	54,031	—
Q2 2025 Adjusted EBITDA	39,366	—
Q3 2025 Adjusted EBITDA	34,023	—
Q4 2025 Adjusted EBITDA	31,788	—
Trailing twelve-month Adjusted EBITDA	\$ 159,208	\$ 130,696
Q1 2024 Finance costs, net		2,142
Q2 2024 Finance costs, net	—	4,341
Q3 2024 Finance costs, net	—	4,804
Q4 2024 Finance costs, net	—	5,846
Q1 2025 Finance costs, net	9,068	—
Q2 2025 Finance costs, net	11,338	—
Q3 2025 Finance costs, net	11,420	—
Q4 2025 Finance costs, net	9,992	—
Trailing twelve-month Finance costs, net	\$ 41,818	\$ 17,133
Total Interest Coverage Ratio	3.81	7.63

Modernization, Expansion and Optimization (“MEO”) Costs

MEO costs is a supplementary financial measure. MEO costs not eligible for capitalization are reported as selling, general and administrative expenses or as cost of goods sold and incurred in support of the Company's certain specific, planned capital investments into high-return growth and efficiency improvement opportunities. These include the following:

- The replacement of the Company's Rexdale facility in Toronto, Ontario and the expansion of its Connection Technologies segment's North American manufacturing footprint through:
 - a new heat-shrink tubing production site in Fairfield, Ohio; and
 - a new wire and cable production site in Vaughan, Ontario.
- The addition of two new manufacturing facilities and the elimination of aging manufacturing facilities within the Composite Technologies network, namely:
 - the shut-down and exit of aging production capabilities in the Xerxes FRP tank production site footprint;
 - a new Xerxes FRP tank production site in Blythewood, South Carolina; and
 - a new Flexpipe composite pipe production site in Rockwall, Texas along with the co-located HydroChain™ stormwater infiltration chamber production line.

The Company considers these costs incremental to its normal operating base and would not have been incurred if these projects were not ongoing. The Company intends to discontinue reporting MEO costs in its disclosure other than in certain instances the disclosure of MEO costs incurred in historical comparative periods.

13.0 Additional Information

Additional information relating to the Company, including its AIF, is available on SEDAR+ at www.sedarplus.ca and on the “Investor Center” page of the Company’s website at: <https://investors.Mattr.com/Investor-Center/default.aspx>.

Dated: March 12, 2026
