2024
Annual Report

WESTON GEORGE WESTON LIMITED

ESTABLISHED 1882

FRESH IS NOT A FRILL.
ANDREW & SHELLEY SAMUELS No Frills® Owners
NO FRILLS

Report to Shareholders

Dear Shareholders,

George Weston Limited has been proudly serving Canadians' everyday needs for 143 years, and we continue to do so today as a holding company with two market-leading businesses in retail and real estate. In 2024, we provided those businesses with world-class support that created value, not only through strong financial performance, but also our group's contributions towards building prosperity in the communities we serve.

In our retail business at Loblaw, a focus on helping Canadians *Live Life Well*® meant delivering value to Canadian consumers during a prolonged cost of living crisis that was exacerbated by economic uncertainty. This value included opening or converting more than 60 new Maxi© and No Frills© hard discount stores, introducing promotions like the Hit of the Month, and our Marvel and Cookware programs. At Shoppers Drug Mart©, we now operate more than 150 pharmacy care clinics, including 21 new Shoppers Drug Mart locations opened in 2024, making essential care even more accessible. And, our customers once again redeemed over $1 billion in PC Optimum™ points, with offers becoming increasingly personalized thanks to new digital and data insight capabilities. With a deliberate focus on lowering its cost to serve, Loblaw delivered its financial plan, while providing even more value to consumers amidst some of the toughest economic conditions in recent memory. As a result, the Company was able to invest in growth, reinforcing the strength of Loblaw's ability to deliver short, medium, and long-term success.

In our real estate business, Choice Properties delivered on its long-standing commitment of both capital preservation and stable and growing cash flows, while also providing net asset value appreciation and distribution growth over time. Amid ongoing market and economic volatility, Choice Properties demonstrated resilience, maintaining 97.6% occupancy and strong Same-Asset Cash NOI and FFO growth. With a focus on its strategic priorities, Choice Properties also improved the quality of its portfolio through $426.5 million of transactions, and made progress in unlocking the value of its development pipeline, delivering over 1.1 million square feet of new commercial space, as well as 302 purpose-built rental residential units last year. This all took place while maintaining a conservative, strong, and flexible balance sheet, underpinned by $13 billion of unencumbered properties and an Adjusted Debt to EBITDAFV ratio of 7.0x. With continued conviction in Choice Properties' high-quality portfolio, it is well-positioned to generate enduring value through places where people thrive.

As we reflect upon 2024, we are proud of how our operating businesses performed, and are confident about their long-term prospects. Alongside our 220,000 colleagues and employees who serve our customers and tenants every day, we continue to work with each business's management team to look for ways to capture their full potential. That includes specific inclusion and net zero carbon goals at George Weston, Loblaw, and Choice Properties where, while others are choosing to back-away from their commitments, our group has leaned-in.

Looking ahead, we have confidence that we will carry our momentum into 2025 as we continue to create value and serve Canadians with a sense of purpose every day.

We continue to create value and serve Canadians with a sense of purpose every day.

Sincerely,

[signed]

Galen Weston
Chairman & CEO

[signed]

Richard Dufresne
President & CFO

Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") for George Weston Limited ("GWL" or the "Company") should be read in conjunction with the audited annual consolidated financial statements and the accompanying notes on pages 85 to 154 of this Annual Report. The Company's audited annual consolidated financial statements and the accompanying notes for the year ended December 31, 2024 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards" or "GAAP"). The audited annual consolidated financial statements include the accounts of the Company and other entities that the Company controls and are reported in Canadian dollars, except where otherwise noted.

Under GAAP, certain expenses and income must be recognized that are not necessarily reflective of the Company's underlying operating performance. Non-GAAP and other financial measures exclude the impact of certain items and are used internally when analyzing consolidated and segment underlying operating performance. These non-GAAP and other financial measures are also helpful in assessing underlying operating performance on a consistent basis. See Section 13, "Non-GAAP and Other Financial Measures", of this MD&A for more information on the Company's non-GAAP and other financial measures.

The Company operates through its two reportable operating segments: Loblaw Companies Limited ("Loblaw") and Choice Properties Real Estate Investment Trust ("Choice Properties"). The effect of consolidation includes eliminations, intersegment adjustments and other consolidation adjustments. Cash and short-term investments and other investments held by the Company, and all other company level activities that are not allocated to the reportable operating segments, such as net interest expense, corporate activities and administrative costs are included in GWL Corporate. For further details on the effect of consolidation, refer to Section 13, "Non-GAAP and Other Financial Measures", of this MD&A. In this MD&A, unless otherwise indicated, "Consolidated" refers to the consolidated results of GWL including its subsidiaries.

The information in this MD&A is current to February 25, 2025, unless otherwise noted.

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1 See Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.
2 To be read in conjunction with "Forward-Looking Statements" beginning on page 83.
3 For financial definitions and ratios refer to Glossary beginning on page 157.

At a Glance

Key Financial Highlights

As at or for the year ended December 31, 2024
($ millions except where otherwise indicated)

Consolidated

REVENUE

$61,608

+2.5%
vs. 2023

OPERATING INCOME

$4,376

+0.3%
vs. 2023

ADJUSTED EBITDA[1]

$7,401

+6.4%
vs. 2023

ADJUSTED EBITDA MARGIN[1] (%)

12.0%

+40bps
vs. 2023

NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS

$1,315

-12.1%
vs. 2023

ADJUSTED NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS[1]

$1,597

+8.9%
vs. 2023

DILUTED NET EARNINGS PER COMMON SHARE ($)

$9.80

-8.8%
vs. 2023

ADJUSTED DILUTED NET EARNINGS PER COMMON SHARE[1] ($)

$11.93

+13.2%
vs. 2023

GWL Corporate

GWL CORPORATE CASH FLOW FROM OPERATING BUSINESSES[1]

$575

-7.9%
vs. 2023

GWL CORPORATE FREE CASH FLOW[1]

$1,103

-14.0%
vs. 2023

ANNUALIZED DIVIDENDS DECLARED PER SHARE ($)

$3.28

+15.0%
vs. 2023

GWL CORPORATE CASH AND CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS

$523

-27.3%
vs. 2023

1 Refer to Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion & Analysis.

Our Business

Our history as a family business

In 1882, a young Toronto bread salesman and former baker's apprentice named George Weston went into business for himself when he bought a bread route from his employer. By the turn of the century, Weston's Bread was known throughout the city and George Weston had become Canada's biggest baker.

In 1924, George's eldest son, Garfield Weston, followed in his father's footsteps and became president of George Weston Limited. In spite of war and the depression, Garfield transformed his father's Toronto bakery into a commercial food empire with holdings on several continents.

In 1953, George Weston Limited expanded its grocery business, acquiring majority control of Loblaws Inc. In 1956, Loblaw Companies Limited was incorporated, and over the next two decades, Loblaw continued to expand its operations throughout Canada and the United States.

In the early 1970s, a third generation took charge as W. Galen Weston successfully consolidated the large conglomerate, reinventing Loblaw in the process and transforming it into Canada's largest grocery chain and GWL's largest asset.

In 2006, Galen G. Weston assumed responsibility for Loblaw and guided Loblaw through a period of transformation and growth in response to a rapidly changing business environment, including the creation and initial public offering of Choice Properties Real Estate Investment Trust in 2013 and the acquisition of Shoppers Drug Mart shortly thereafter. In 2017, Galen G. Weston was appointed CEO of George Weston Limited.

In 2018, as part of GWL's transformation initiative and long-term commitment to create shareholder value, the Company completed a reorganization where Loblaw spun out its majority interest in Choice Properties to GWL. GWL's acquisition of a majority ownership of Choice Properties was a critical milestone in the recent history of the Company. With the addition of Choice Properties to the portfolio, the Company became more balanced, with three strong and well-positioned businesses in retail, real estate and consumer goods.

In 2021, George Weston Limited made the decision to sell its Weston Foods bakery business. The business had been the foundation for the Weston Group in Canada since its establishment in 1882. The sale of the business was completed at the end of 2021, positioning the Company to focus on its market-leading retail and real estate businesses.

For more than a century and a quarter, thousands of employees of George Weston Limited and its subsidiaries have built an enterprise that has persevered and prospered through good times and bad to become one of Canada's most successful companies.

What we do

George Weston Limited is a Canadian public company, founded in 1882 and listed on the Toronto Stock Exchange (TSX:WN) since January 1928. The Company owns two businesses in retail and real estate.

WESTON
GEORGE WESTON LIMITED

Loblaw

Loblaw (TSX: L) is Canada's food and pharmacy leader and the nation's largest retailer. Loblaw provides Canadians with grocery, pharmacy and healthcare services, health and beauty products, apparel, general merchandise and financial services, through its grocery banners, Shoppers Drug Mart, Joe Fresh and President's Choice Bank.

Choice Properties

Choice Properties REIT (TSX: CHP.UN) is a leading Real Estate Investment Trust that creates enduring value through places where people thrive, from its ownership, operation, and development of high-quality commercial and residential properties. Choice Properties' portfolio is comprised of necessity-based grocery anchored retail properties, well-located high-quality industrial sites, and mixed-use and residential assets, concentrated in attractive markets across Canada.

Our Operating and Value Creation Strategy

George Weston Limited's mission is to build generational value with actively managed market-leading businesses in retail and real estate through expertise in strategy, mergers and acquisitions, capital allocation and talent development.

Over the years, the Company has successfully executed strategic transactions and has tightly managed its leverage and capital structure.

The Company is a leader in each of its operating segments, retail and real estate, with market-leading brands in retail and coveted locations in real estate.

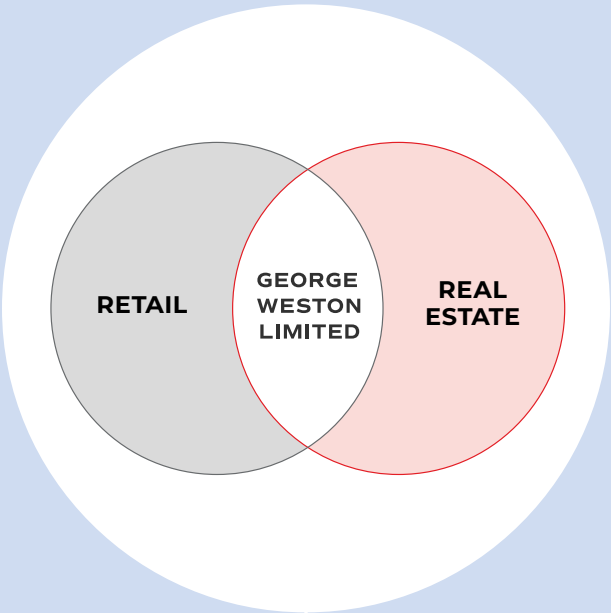
The Company is committed to supporting its portfolio of companies, providing expertise and decision support. This includes support in areas such as strategy, talent development, capital allocation and mergers and acquisitions.

The Company brings a unique perspective to the operating business level, having a viewpoint that spans across the retail and real estate categories, enabling the identification of opportunities and the sharing of best practices.

By accumulating capital from its existing businesses and prudently leveraging its debt capacity, the Company supports investments in strategic transactions that create value at its portfolio of companies. The Company also considers strategic initiatives where it can leverage its existing capabilities and expertise to create long-term value for shareholders.

The Company has a track record of providing stability and maintaining a long-term outlook. The Company seeks to deploy its capital optimally, including returning capital to shareholders and re-investing capital in its portfolio of companies, where it can further enhance earnings capability.

Our Operating and Value Creation Strategy



ACTIVELY MANAGED PORTFOLIO

BUILD GENERATIONAL VALUE

Built on what we have in common

Together, these four concepts unite our operating companies and are core to our identity:

CORE VALUES
Our actions are shaped by a set of CORE Values, which express a shared commitment to Care, Ownership, Respect and Excellence across the group of companies.

ETHICS & COMPLIANCE
Throughout our interactions, our decisions are grounded in a strong sense of Ethics & Compliance.

BLUE CULTURE
Represents how our values come to life every day in our interactions with our businesses, each other and our customers.

SOCIAL RESPONSIBILITY
As a generational investor, long-term social, demographic and environmental trends matter and underpin the importance we place on Social Responsibility.

Impacting

Through active management and by leveraging our culture and values we seek to positively impact:

SHAREHOLDERS
We create value for our shareholders by enhancing the value of our market-leading businesses, supporting operational excellence, investing in strategic transactions and by distributions in the form of dividends.

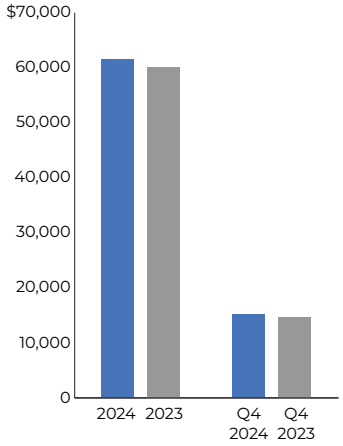
COLLEAGUES
Our talent is central to achieving our long-term goals. Our focus on attracting and developing exceptional leaders is a strategic imperative and we are proud to offer challenging and rewarding careers.

COMMUNITIES
Consistent with our heritage and values, we are focused on improving the quality of life in the communities where we live and work.

Key Performance Indicators

As at and for the unaudited quarters and audited years ended December 31
($ millions except where otherwise indicated)

REVENUE

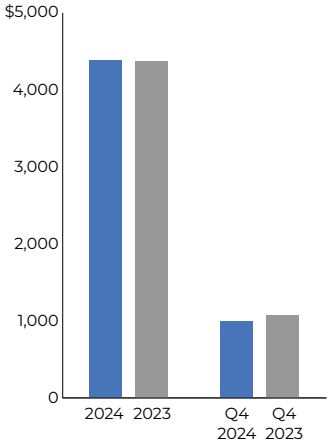


2024	61,608	+2.5%
2023	60,124	
Q4 2024	15,097	+2.7%
Q4 2023	14,700	

Performance in 2024

Revenue growth of $1,484 million driven by Loblaw and Choice Properties.

OPERATING INCOME

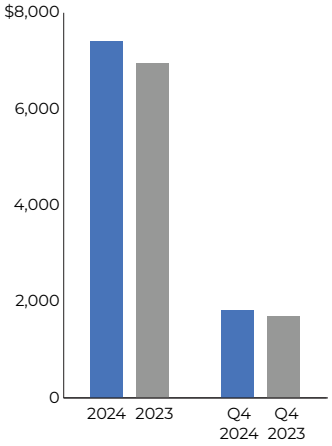


2024	4,376	+0.3%
2023	4,363	
Q4 2024	992	-7.8%
Q4 2023	1,076	

Performance in 2024

Operating income increased by $13 million. The increase was attributable to an improvement in the underlying operating performance of Loblaw and Choice Properties, and the favourable year-over-year impact of GWL Corporate, partially offset by the unfavourable year-over-year net impact of adjusting items.

ADJUSTED EBITDA[1]

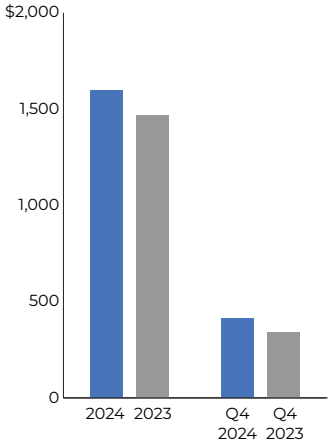


2024	7,401	+6.4%
2023	6,953	
Q4 2024	1,814	+7.1%
Q4 2023	1,694	

Performance in 2024

Adjusted EBITDA[1] increased by $448 million primarily driven by an improvement in the underlying operating performance of Loblaw and Choice Properties, and the favourable year-over-year impact of GWL Corporate.

ADJUSTED NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS[1]



2024	1,597	+8.9%
2023	1,467	
Q4 2024	415	+21.3%
Q4 2023	342	

Performance in 2024

Adjusted net earnings available to common shareholders[1] increased by $130 million due to an increase in the contribution from the publicly traded operating companies[i], and the favourable year-over-year impact of GWL Corporate.

ADJUSTED EBITDA MARGIN[1] (%)

12.0% **+40bps**
2024 vs. 2023

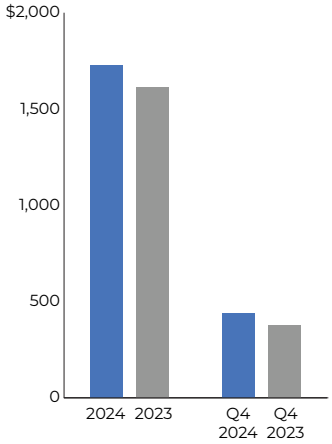
12.0% **+50bps**
Q4 2024 vs. Q4 2023

ADJUSTED DILUTED NET EARNINGS PER COMMON SHARE[1] ($)

$11.93 **+13.2%**
2024 vs. 2023

$3.15 **+25.5%**
Q4 2024 vs. Q4 2023

CONTRIBUTION TO ADJUSTED NET EARNINGS[1] FROM THE PUBLICLY TRADED OPERATING COMPANIES[i]

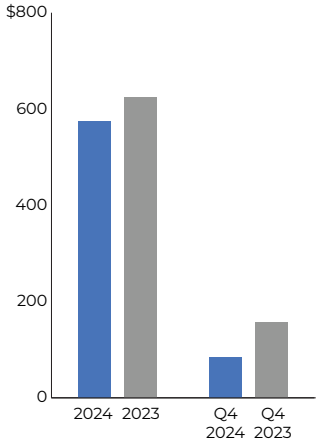


2024	1,727	+7.0%
2023	1,614	
Q4 2024	440	+16.4%
Q4 2023	378	

Performance in 2024

Contribution to adjusted net earnings available to common shareholders of the Company[1] from the publicly traded operating companies[i] increased by $113 million driven by an improvement in the underlying operating performance of Loblaw and Choice Properties.

GWL CORPORATE CASH FLOW FROM OPERATING BUSINESSES[1]

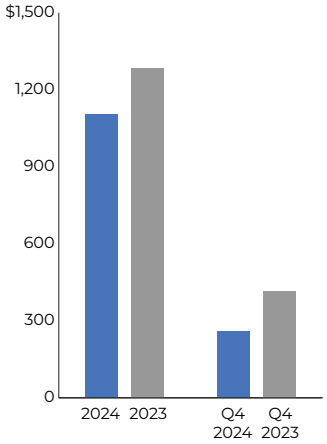


2024	575	-7.9%
2023	624	
Q4 2024	85	-45.9%
Q4 2023	157	

Performance in 2024

GWL Corporate cash flow from operating businesses[1] were lower in 2024 primarily due to the timing of the dividends received from Loblaw.

GWL CORPORATE FREE CASH FLOW[1]



2024	1,103	-14.0%
2023	1,283	
Q4 2024	258	-37.5%
Q4 2023	413	

Performance in 2024

GWL Corporate free cash flow[1] decreased primarily due to lower proceeds from GWL's participation in Loblaw's Normal Course Issuer Bid ("NCIB"), lower GWL Corporate cash flow from operating businesses[1] and higher income taxes paid.

See page 11 of this MD&A for a calculation of this metric.

GWL CORPORATE CASH AND CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS

$523 **-27.3%**
2024 vs. 2023

$719
2023

Performance in 2024

The decrease in GWL Corporate cash and cash equivalents and short-term investments since 2023 year end was primarily due to GWL share repurchases, dividends paid to shareholders and income taxes paid, partially offset by proceeds received from GWL's participation in Loblaw's NCIB and higher issuance of long-term debt net of repayments in the current year.

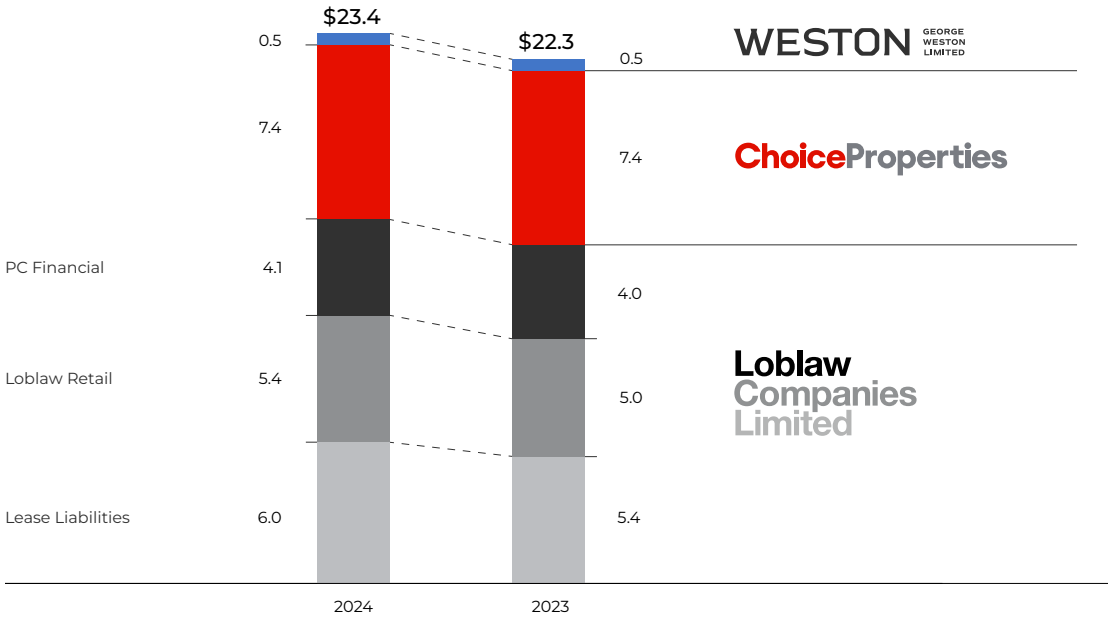
1 Refer to Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.
(i) Publicly traded operating companies is the combined results from Loblaw and Choice Properties after the effect of consolidation.

Total Debt

The Company manages its debt on a segmented basis to ensure that each of its businesses is employing leverage that is appropriate. The following chart presents total consolidated debt by reportable operating segment after effect of consolidation as at December 31, 2024 and 2023. There is no recourse to the Company for debt incurred by its operating segments.

The consolidated debt for the group as at December 31, 2024 was $23.4 billion. Indebtedness of Loblaw and Choice Properties is fully serviced by their respective operating cash flows. Indebtedness of GWL Corporate is comprised of $500 million of senior unsecured debentures.

TOTAL DEBT
As at December 31
($ billions)



GWL Corporate Free Cash Flow[1]

GWL Corporate free cash flow[1] is generated from the dividends received from Loblaw, distributions received from Choice Properties, and proceeds from participation in Loblaw's NCIB, less corporate expenses, interest and income taxes paid.

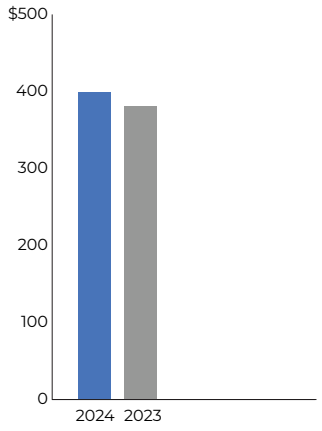
For the quarters and years ended December 31 ($ millions)	Quarters ended		Years ended	
	2024	**2023**	**2024**	**2023**
Dividends from Loblaw[i]	—	73	**237**	290
Distributions from Choice Properties	**85**	84	**338**	334
GWL Corporate cash flow from operating businesses[1]	**85**	157	**575**	624
Proceeds from participation in Loblaw's NCIB	**184**	238	**746**	847
GWL Corporate, financing, and other costs[ii]	**(7)**	27	**(76)**	(77)
Income taxes paid	**(4)**	(9)	**(142)**	(111)
GWL Corporate free cash flow[1]	**258**	413	**1,103**	1,283

(i) GWL Corporate recognized $82 million of dividends from Loblaw in the first quarter of 2025.
(ii) GWL Corporate, financing, and other costs includes all other company level activities that are not allocated to the reportable operating segments such as net interest expense, corporate activities, administrative costs and changes in non-cash working capital. Also included are preferred share dividends.

Dividends

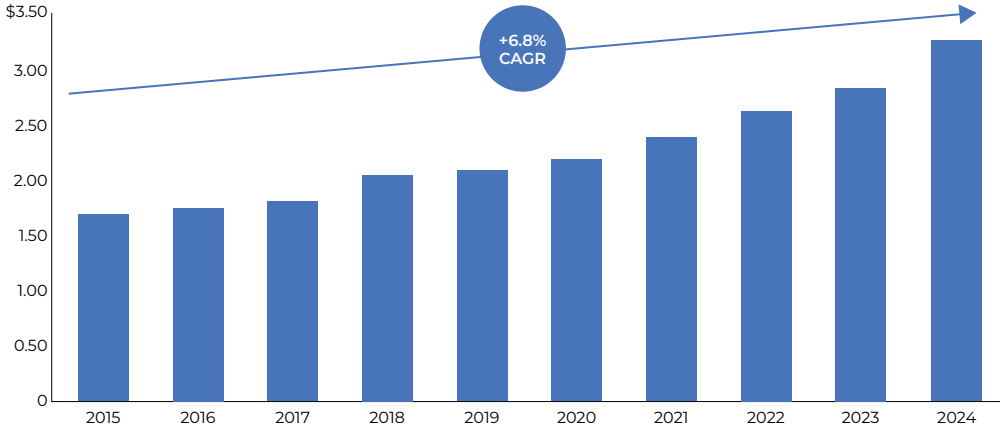
For the years ended December 31
($ millions except where otherwise indicated)

DIVIDENDS PAID



2024	399	+4.7%
2023	381	

DIVIDENDS PER COMMON SHARE ($)



Performance in 2024

GWL Corporate dividends paid were higher due to an increase in the dividend per common share of 15.0% in the second quarter of 2024.

10 Year Summary

GWL declared an annualized dividend of $3.28 per common share in 2024. The Company's objective is to increase the dividend per common share over time while retaining appropriate free cash flow to finance future growth. Since 2015, the dividend per common share has increased at a 6.8% Compound Average Growth Rate ("CAGR").

1 Refer to Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.

Loblaw

Loblaw (TSX: L) provides Canadians with grocery, pharmacy, health care services and other health and beauty products, apparel, general merchandise and financial services.

Strategy

Loblaw is driven by its purpose to help Canadians *Live Life Well*® which guides its strategic framework. This framework centres around Loblaw's three strategic pillars of Delivering Retail Excellence, Driving Growth, and Investing for the Future, while embedding Environmental, Social, and Governance ("ESG") initiatives in everything it does. Underpinning these strategic pillars is a sharp focus on leveraging data driven insights and process efficiency excellence to deliver strong financial performance. The framework is supported by colleagues with a shared set of CORE values and culture principles that encourages colleagues to be authentic, build trust and make connections.

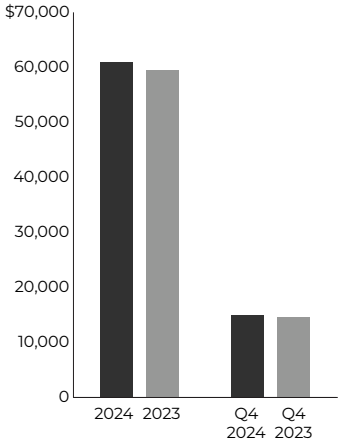
Loblaw strives to be the "best in food, health and beauty" and with its focus on retail excellence, it is constantly improving its retail operations to differentiate its customer offerings, to lower cost to serve and to deliver scale through its national logistics infrastructure. Building for the future, its purpose guides its investments in strategic growth initiatives to further differentiate its portfolio of assets, generate competitive advantages in products, services and price, improve its operational efficiencies, and create new areas of growth to service the changing needs of Canadians and to personalize their experiences.

Loblaw's purpose-led approach to addressing ESG issues ensures that ESG considerations are central to decisions made across Loblaw. By integrating consideration of environmental and social risks and good governance practices in its day-to-day business activities, implementing robust compliance and ethics programs and supporting its colleagues and the communities in which it operates, Loblaw aims to be a leading contributor to Canadian society both today and for generations to come.

Key performance indicators

As at or for the unaudited quarters and audited years ended December 31
($ millions except where otherwise indicated)

REVENUE

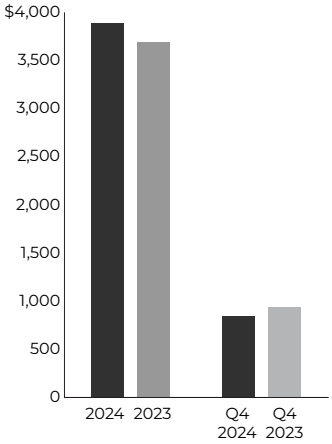


2024	**61,014**	**+2.5%**
2023	59,529	
Q4 2024	**14,948**	**+2.9%**
Q4 2023	14,531	

Performance in 2024

Revenue increased by $1,485 million driven by an increase in retail sales and in financial services revenue. The increase in retail sales was primarily due to positive same-store sales growth.

OPERATING INCOME



2024	**3,894**	**+5.4%**
2023	3,696	
Q4 2024	**850**	**-9.7%**
Q4 2023	941	

Performance in 2024

Operating income increased by $198 million compared to 2023. The increase was driven by an improvement in the underlying operating performance of retail and financial services, partially offset by the unfavourable year-over-year net impact of adjusting items.

Key highlights for the year

Loblaw continued to deliver strong and consistent financial and operating results across its various businesses in 2024. Loblaw's ability to deliver everyday value, quality, service and convenience to Canadians was reflected in strong sales growth across its retail business. Loblaw's portfolio of best in class assets was well positioned to meet customers' everyday needs across food, health and wellness. Loblaw's relentless focus on retail excellence leveraged these assets to deliver strong sales growth, gross margin improvements, and leverage its operating costs.

Loblaw Offerings

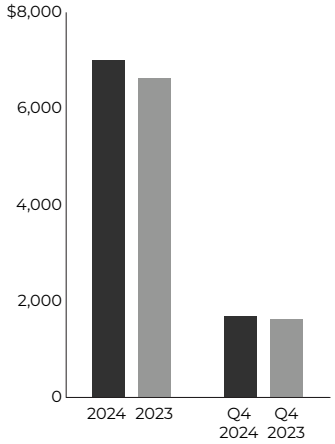
DIVISIONS:

Super Market
Hard Discount
Shoppers Drug Mart®
PC Financial®
Joe Fresh®

TOP BRANDS:

President's Choice®
no name®
Farmer's Market™
T&T®
Life Brand™
PC Optimum™

ADJUSTED EBITDA[1]



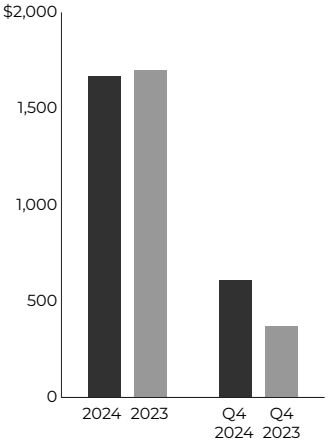
2024	**7,016**	**+5.7%**
2023	6,639	
Q4 2024	**1,696**	**+4.0%**
Q4 2023	1,631	

Performance in 2024

Adjusted EBITDA[1] increased by $377 million compared to 2023, due to an increase in retail and financial services.

Adjusted EBITDA margin[1] increased due to an increase in retail adjusted gross profit percentage[1] driven by improvements in shrink, partially offset by an increase in selling, general and administrative expenses ("SG&A") as a percentage of sales due to the year-over-year impact of labour costs and certain real estate activities.

FREE CASH FLOW[1][i]

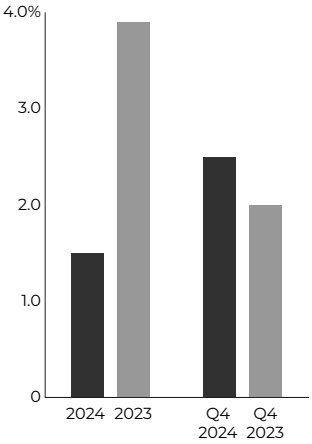


2024	**1,671**	**-1.7%**
2023	1,700	
Q4 2024	**610**	**+64.4%**
Q4 2023	371	

Performance in 2024

Free cash flow[1][i] decreased primarily due to higher income taxes paid, an unfavourable change in other non-cash items and higher capital investments, partially offset by higher cash earnings, the year-over-year change in provisions and credit card receivables increasing year-over-year at a rate lower than prior year.

FOOD RETAIL SAME-STORE SALES GROWTH[i] (%)

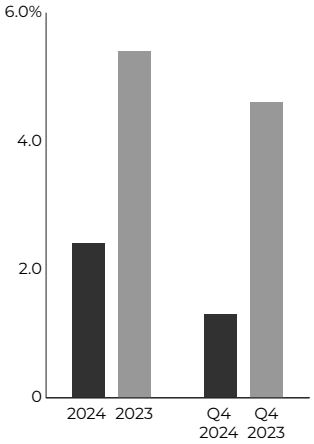


2024	**1.5%**	**-240bps**
2023	3.9%	
Q4 2024	**2.5%**	**+50bps**
Q4 2023	2.0%	

Performance in 2024

Food retail same-store sales growth[i] was 1.5%. Consumer Price Index ("CPI") was 2.2% (2023 – 7.8%) which was in line with Loblaw's internal food inflation, and food retail traffic increased and basket size decreased.

DRUG RETAIL SAME-STORE SALES GROWTH[i] (%)



2024	**2.4%**	**-300bps**
2023	5.4%	
Q4 2024	**1.3%**	**-330bps**
Q4 2023	4.6%	

Performance in 2024

Drug retail same-store sales growth was 2.4%. Pharmacy and healthcare services same-store sales growth benefited from an increase in specialty and chronic prescription volumes. Front store same-store sales declined, primarily driven by lower sales of food and household items and the decision to exit certain low margin electronics categories, partially offset by the continued strength in beauty products.

ADJUSTED EBITDA MARGIN[1] (%)

11.5% **+30bps**
2024 vs. 2023

11.3% **+10bps**
Q4 2024 vs. Q4 2023

CAPITAL EXPENDITURES

2.2 billion **+4.3%**
2024 vs. 2023

RETAIL DEBT TO RETAIL ADJUSTED EBITDA[1][i]

2.4x **+0.1x**
2024 vs. 2023

1 Refer to Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.

(i) For more information on these measures, see the 2024 Annual Report filed by Loblaw, which is available on www.sedarplus.ca or at www.loblaw.ca.

Choice Properties

Choice Properties REIT (TSX: CHP.UN) is a leading Real Estate Investment Trust that creates enduring value through places where people thrive, from its ownership, operation and development of high-quality commercial and residential properties.

Strategy

Choice Properties' financial goals are centered on capital preservation, generating stable and growing cash flows, and delivering appreciation in net asset value and distributions over time, supported by its proven strategy and unmatched foundation. Choice Properties continues to focus on maintaining its market-leading portfolio, sustaining operational excellence, and delivering its development pipeline.

Key highlights for the year

Choice Properties achieved another year of strong operational and financial results, delivering on its strategic framework while further strengthening its foundation. Despite ongoing market volatility, its market leading portfolio continued to demonstrate its resilience. Occupancy remained high, and Choice Properties achieved strong leasing spreads and Same-Asset, Cash NOI growth. Each of its three asset classes retail, industrial, and mixed-use & residential, offers distinct opportunities to create value and deliver reliable and consistent cash flows. Choice Properties made significant strides in deepening its ESG commitments across all aspects of its business, including the introduction of a Social Impact Framework to promote local economic development and social cohesion, leveraging its assets and partnerships to make a meaningful impact at the neighborhood level.

Top Retail tenants

1. Loblaw
2. Canadian Tire
3. TJX Companies
4. Dollarama
5. Goodlife
6. Liquor Control Board of Ontario (LCBO)
7. Sobeys
8. Walmart
9. TD Canada Trust
10. Staples

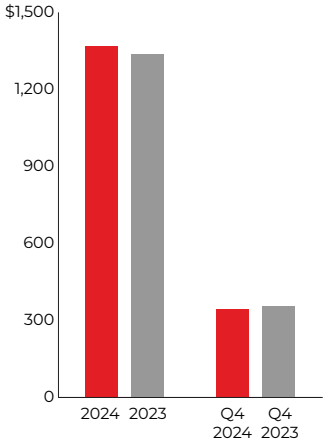
Top Industrial tenants

1. Loblaw
2. Amazon
3. Canada Cartage
4. Wonderbrands
5. Pet Valu
6. NFI IPD
7. Uline Canada Corporation
8. Alberta Gaming, Liquor and Cannabis
9. Kimberly-Clark
10. Canadian Tire

Key performance indicators

As at or for the unaudited quarters and audited years ended December 31
($ millions except where otherwise indicated)

REVENUE

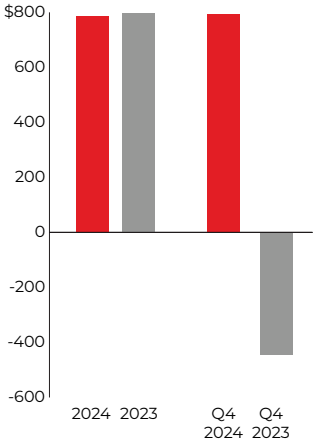


2024	**1,369**	**+2.5%**
2023	1,335	
Q4 2024	**344**	**-3.1%**
Q4 2023	355	

Performance in 2024

Revenue increased by $34 million due to an increase in rental revenue, partially offset by lower revenue from the sale of residential inventory. The increase in rental revenue was driven by higher rental rates in the retail and industrial portfolios, higher recoveries, and acquisitions, net of dispositions, and completed developments, partially offset by lower lease surrender revenue.

NET INCOME (LOSS)



2024	**785**	**-1.5%**
2023	797	
Q4 2024	**792**	**+278.0%**
Q4 2023	(445)	

Performance in 2024

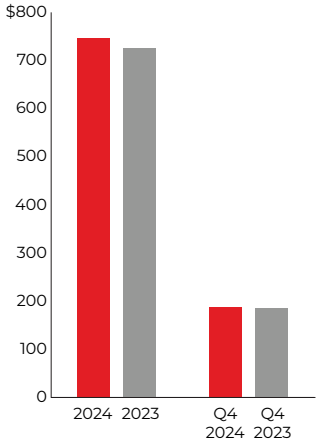
Net income decreased by $12 million due to the unfavourable change in the fair value adjustments of its Class B LP units ("Exchangeable Units"), as a result of the change in Choice Properties' Trust Unit price and the unfavourable change of the fair value of investment properties, partially offset by an increase in rental revenue, the favourable impact of the reversal of a transaction related provision that was determined to be no longer required, and the favourable change in the adjustment to fair value on investment in real estate securities as a result of the change in the unit price of Allied Properties Real Estate Investment Trust ("Allied").

OCCUPANCY RATE

97.6% **-40bps**

2024 vs. 2023

FUNDS FROM OPERATIONS[1]

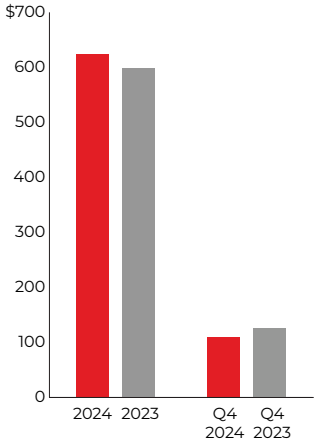


2024	**747**	**+2.9%**
2023	726	
Q4 2024	**188**	**+1.6%**
Q4 2023	185	

Performance in 2024

FFO[1] increased by $21 million primarily due to an increase in rental income, partially offset by higher interest expense net of higher interest income, lower investment income as a result of the special distribution from Allied in the prior year, higher general and administrative expenses, lower lease surrender revenue and lower income from the sale of residential inventory.

ADJUSTED FUNDS FROM OPERATIONS[i]

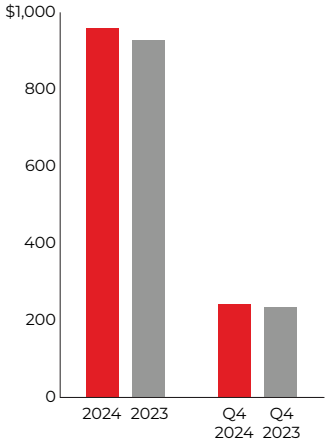


2024	**625**	**+4.5%**
2023	598	
Q4 2024	**109**	**-14.2%**
Q4 2023	127	

Performance in 2024

AFFO[i] increased by $27 million primarily due to an increase in FFO[i].

SAME-ASSET NOI, CASH BASIS[i]

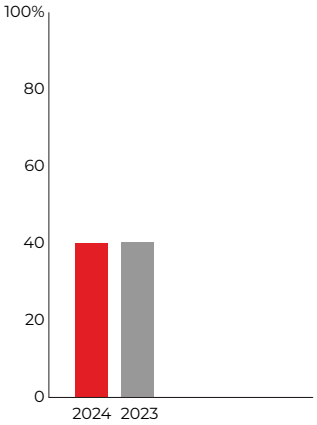


2024	**958**	**+3.1%**
2023	929	
Q4 2024	**243**	**+3.0%**
Q4 2023	236	

Performance in 2024

Same-Asset NOI, cash basis[i] increased compared to 2023 primarily due to increased revenue from higher rental rates on renewals, new leasing, contractual rent steps and higher recoveries mainly in the industrial and retail portfolios, as well as the reversal of a provision in the industrial portfolio following the resolution of a tenant dispute.

ADJUSTED DEBT TO TOTAL ASSETS[i]



2024	**40.0%**	**-40bps**
2023	40.4%	

Performance in 2024

Adjusted debt to total assets[i] decreased primarily due to a higher total asset balance, partially offset by a marginal increase in the overall level of debt.

ADJUSTED DEBT TO EBITDAFV[i]

7.0x
2024

-0.2x
vs. 2023

DEBT SERVICE COVERAGE[i]

3.0x
2024

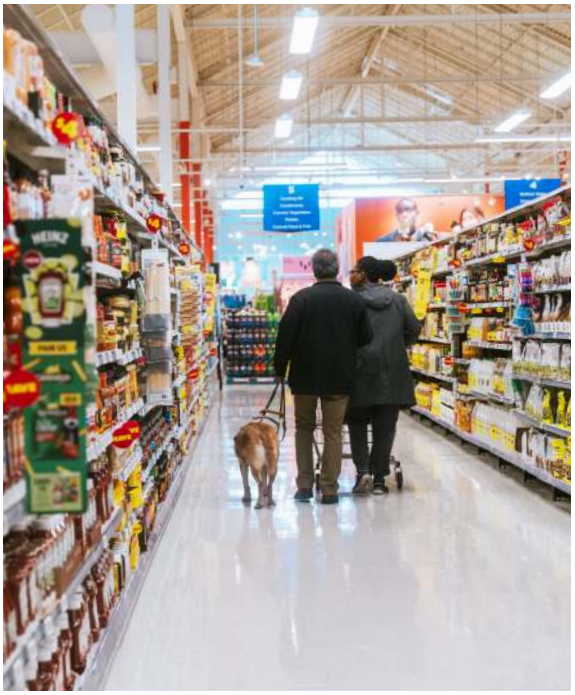
0.0x
vs. 2023

1 Refer to Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.
(i) For more information on these measures, see the 2024 Annual Report filed by Choice Properties, which is available on www.sedarplus.ca or at www.choicereit.ca.

Bonus
Redemption Event!
beautyBOUTIQUE

ChoiceProperties
ChoiceProperties

NOFRILLS
won't be beat



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Financial Highlights[3]

As at or for the years ended December 31 ($ millions except where otherwise indicated)		2024		2023	% Change
CONSOLIDATED OPERATING RESULTS					
Revenue	**$**	**61,608**	$	60,124	2.5%
Operating income		**4,376**		4,363	0.3%
Adjusted EBITDA[i]		**7,401**		6,953	6.4%
Depreciation and amortization		**2,611**		2,532	3.1%
Net interest expense and other financing charges		**972**		889	9.3%
Adjusted net interest expense and other financing charges[i]		**1,146**		1,120	2.3%
Income taxes		**908**		849	6.9%
Adjusted income taxes[i]		**1,137**		1,019	11.6%
Net earnings		**2,496**		2,625	(4.9)%
Net earnings attributable to shareholders of the Company[ii]		**1,359**		1,540	(11.8)%
Net earnings available to common shareholders of the Company		**1,315**		1,496	(12.1)%
Adjusted net earnings available to common shareholders of the Company[i]		**1,597**		1,467	8.9%
Contribution to adjusted net earnings available to common shareholders[i] from the publicly traded operating companies[iii]		**1,727**		1,614	7.0%
GWL CORPORATE					
Cash flow from operating businesses[i]	**$**	**575**	$	624	(7.9)%
Free cash flow[i]	**$**	**1,103**	$	1,283	(14.0)%
CONSOLIDATED FINANCIAL POSITION AND CASH FLOWS					
Cash and cash equivalents, short-term investments and security deposits	**$**	**2,734**	$	2,961	(7.7)%
Cash flows from operating activities		**6,065**		5,851	3.7%
Capital investments[iv]		**2,395**		2,379	0.7%
Free cash flow[i]		**1,811**		1,706	6.2%
Total debt including lease liabilities		**23,365**		22,268	4.9%
Total equity attributable to shareholders of the Company		**6,242**		6,675	(6.5)%
Total equity		**13,137**		13,463	(2.4)%
CONSOLIDATED PER COMMON SHARE					
Diluted net earnings per common share ($)	**$**	**9.80**	$	10.75	(8.8)%
Adjusted diluted net earnings per common share[i] ($)	**$**	**11.93**	$	10.54	13.2%
CONSOLIDATED FINANCIAL MEASURES AND RATIOS					
Adjusted EBITDA margin[i] (%)		**12.0%**		11.6%	
Adjusted return on average equity attributable to common shareholders of the Company[i] (%)		**28.3%**		24.7%	
Adjusted return on capital[i] (%)		**14.5%**		14.0%	
REPORTABLE OPERATING SEGMENTS					
Loblaw					
Revenue	**$**	**61,014**	$	59,529	2.5%
Operating income		**3,894**		3,696	5.4%
Adjusted EBITDA[i]		**7,016**		6,639	5.7%
Adjusted EBITDA margin[i] (%)		**11.5%**		11.2%	
Depreciation and amortization		**2,966**		2,906	2.1%
Choice Properties					
Revenue	**$**	**1,369**	$	1,335	2.5%
Net income		**785**		797	(1.5)%
Funds from operations[i]		**747**		726	2.9%

(i) See Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.
(ii) Includes net earnings available to common shareholders of the Company from operations and preferred dividends.
(iii) Publicly traded operating companies is the combined results from Loblaw and Choice Properties after the effect of consolidation.
(iv) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current year. Loblaw capital investments for the year ended 2023 included $37 million of prepayments transferred to fixed assets.

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1 Overall Financial Performance

1.1 Consolidated Results of Operations

The Company operates through its two reportable operating segments: Loblaw and Choice Properties, each of which are publicly traded entities. As such, the Company's financial statements reflect and are impacted by the consolidation of Loblaw and Choice Properties. The consolidation of these entities into the Company's financial statements reflect the impact of eliminations, intersegment adjustments and other consolidation adjustments, which can positively or negatively impact the Company's consolidated results. Additionally, cash and short-term investments and other investments held by the Company, and all other company level activities that are not allocated to the reportable operating segments, such as net interest expense, corporate activities and administrative costs are included in GWL Corporate. To help our investors and stakeholders understand the Company's financial statements and the effect of consolidation, the Company reports its results in a manner that differentiates between the Loblaw segment, the Choice Properties segment, the effect of consolidation of Loblaw and Choice Properties, and lastly, GWL Corporate.

The Company's results reflect the year-over-year impact of the fair value adjustment of the Trust Unit liability as a result of the significant changes in Choice Properties' unit price, recorded in net interest expense and other financing charges. The Company's results are impacted by market price fluctuations of Choice Properties' Trust Units on the basis that the Trust Units held by Unitholders, other than the Company, are redeemable for cash at the option of the holder and are presented as a liability on the Company's consolidated balance sheet. The Company's financial results are positively impacted when the Trust Unit price declines and negatively impacted when the Trust Unit price increases.

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Revenue	**$**	**61,608**	**$**	**60,124**	**$**	**1,484**	**2.5%**
Operating income	**$**	**4,376**	**$**	**4,363**	**$**	**13**	**0.3%**
Adjusted EBITDA[1]	**$**	**7,401**	$	6,953	$	448	6.4%
Adjusted EBITDA margin[1]		**12.0%**		11.6%			
Depreciation and amortization	**$**	**2,611**	**$**	**2,532**	**$**	**79**	**3.1%**
Net interest expense and other financing charges	**$**	**972**	**$**	**889**	**$**	**83**	**9.3%**
Adjusted net interest expense and other financing charges[1]	**$**	**1,146**	$	1,120	$	26	2.3%
Income taxes	**$**	**908**	**$**	**849**	**$**	**59**	**6.9%**
Adjusted income taxes[1]	**$**	**1,137**	$	1,019	$	118	11.6%
Effective tax rate		**26.7%**		**24.4%**			
Adjusted effective tax rate[1]		**27.4%**		26.8%			
Net earnings attributable to shareholders of the Company	**$**	**1,359**	**$**	**1,540**	**$**	**(181)**	**(11.8)%**
Loblaw[i]	**$**	**1,138**	$	1,102	$	36	3.3%
Choice Properties		**785**		797		(12)	(1.5)%
Effect of consolidation		**(283)**		(248)		(35)	(14.1)%
Publicly traded operating companies	**$**	**1,640**	$	1,651	$	(11)	(0.7)%
GWL Corporate		**(325)**		(155)		(170)	(109.7)%
Net earnings available to common shareholders of the Company	**$**	**1,315**	**$**	**1,496**	**$**	**(181)**	**(12.1)%**
Diluted net earnings per common share ($)	**$**	**9.80**	**$**	**10.75**	**$**	**(0.95)**	**(8.8)%**
Loblaw[i]	**$**	**1,392**	$	1,309	$	83	6.3%
Choice Properties		**426**		409		17	4.2%
Effect of consolidation[1]		**(91)**		(104)		13	12.5%
Publicly traded operating companies	**$**	**1,727**	$	1,614	$	113	7.0%
GWL Corporate		**(130)**		(147)		17	11.6%
Adjusted net earnings available to common shareholders of the Company[1]	**$**	**1,597**	$	1,467	$	130	8.9%
Adjusted diluted net earnings per common share[1] ($)	**$**	**11.93**	$	10.54	$	1.39	13.2%

(i) Contribution from Loblaw, net of non-controlling interests.

NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS OF THE COMPANY

Net earnings available to common shareholders of the Company in 2024 were $1,315 million ($9.80 per common share), a decrease of $181 million ($0.95 per common share) compared to $1,496 million ($10.75 per common share) in 2023. The decrease was due to the unfavourable year-over-year net impact of adjusting items totaling $311 million ($2.34 per common share) described below, partially offset by an improvement of $130 million ($1.39 per common share) in the consolidated underlying operating performance of the Company.

The unfavourable year-over-year net impact of adjusting items totaling $311 million ($2.34 per common share) was primarily due to:

- the unfavourable impact of charges related to the settlement of class action lawsuits of $253 million ($1.90 per common share). Refer to Section 1.2, "Consolidated Other Business Matters", of this MD&A for further information;
- the unfavourable year-over-year impact of the fair value adjustment on investment properties of $69 million ($0.50 per common share) driven by Choice Properties, net of the effect of consolidation;
- the unfavourable year-over-year impact of the fair value adjustment of the Trust Unit liability of $67 million ($0.44 per common share);
- the unfavourable impact of the charge related to the PC Optimum™ loyalty program at Loblaw of $49 million ($0.37 per common share). Refer to Section 2.1, "Loblaw Operating Results", of this MD&A for further information; and
- the unfavourable impact of the fair value write-down related to the sale of Wellwise by Shoppers™ ("*Wellwise*") at Loblaw of $15 million ($0.11 per common share). Refer to Section 2.1, "Loblaw Operating Results", of this MD&A for further information;

partially offset by,

- the favourable year-over-year impact of the (recoveries) charge related to President's Choice Bank ("PC Bank") commodity tax matters at Loblaw of $75 million ($0.56 per common share). Refer to Section 2.1, "Loblaw Operating Results", of this MD&A for further information;
- the favourable impact of the reversal of a transaction related provision of $39 million ($0.29 per common share) that was determined to be no longer required at Choice Properties; and
- the favourable year-over-year impact of the fair value adjustment on Choice Properties' investment in real estate securities of Allied Properties Real Estate Investment Trust ("Allied") of $26 million ($0.17 per common share) as a result of the change in Allied's unit price.

Adjusted net earnings available to common shareholders of the Company[1] in 2024 were $1,597 million, an increase of $130 million, or 8.9%, compared to 2023. The increase was due to the favourable year-over-year impact of $113 million from the contribution of the publicly traded operating companies and the favourable year-over-year impact of $17 million at GWL Corporate primarily driven by the favourable year-over-year impact of the fair value adjustment on other investments.

Adjusted diluted net earnings per common share[1] were $11.93 in 2024, an increase of $1.39 per common share, or 13.2%, compared to 2023. The increase was due to the favourable performance in adjusted net earnings available to common shareholders[1] and the favourable impact of shares purchased for cancellation over the last 12 months ($0.44 per common share) pursuant to the Company's Normal Course Issuer Bid ("NCIB") program.

REVENUE

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Loblaw	**$**	**61,014**	$	59,529	$	1,485	2.5%
Choice Properties		**1,369**		1,335		34	2.5%
Effect of consolidation[1]		**(775)**		(740)		(35)	(4.7)%
Publicly traded operating companies	**$**	**61,608**	$	60,124	$	1,484	2.5%
GWL Corporate		**—**		—			
Consolidated	**$**	**61,608**	$	60,124	$	1,484	2.5%

The Company's 2024 consolidated revenue was $61,608 million, an increase of $1,484 million, or 2.5%, compared to 2023. The Company's consolidated revenue was impacted by each of the Company's reportable operating segments as follows:

- Positively by 2.5% due to revenue growth of 2.5% at Loblaw, primarily driven by an increase in retail sales of $1,441 million, or 2.5%, and an increase in financial services revenue of $46 million, or 3.0%. The increase in retail sales was due to positive same-store sales growth.

- Positively by 0.1% due to revenue growth of 2.5% at Choice Properties. The increase of $34 million was driven by an increase in rental revenue of $49 million, partially offset by lower revenue from the sale of residential inventory of $15 million. The increase in rental revenue was primarily driven by higher rental rates.

OPERATING INCOME

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Loblaw	**$**	**3,894**	$	3,696	$	198	5.4%
Choice Properties		**1,080**		1,001		79	7.9%
Effect of consolidation[1]		**(320)**		(284)		(36)	(12.7)%
Publicly traded operating companies	**$**	**4,654**	$	4,413	$	241	5.5%
GWL Corporate		**(278)**		(50)		(228)	(456.0)%
Consolidated	**$**	**4,376**	$	4,363	$	13	0.3%

The Company's 2024 operating income was $4,376 million compared to $4,363 million in 2023, an increase of $13 million, or 0.3%. The increase was attributable to an improvement in the underlying operating performance of the Company of $369 million driven by Loblaw and Choice Properties, and the favourable year-over-year impact of GWL Corporate, partially offset by the unfavourable year-over-year net impact of adjusting items totaling $356 million described below.

The unfavourable year-over-year net impact of adjusting items totaling $356 million was primarily driven by:

- the unfavourable impact of charges related to the settlement of class action lawsuits of $420 million;
- the unfavourable impact of the charge related to the *PC Optimum* loyalty program at Loblaw of $129 million;
- the unfavourable year-over-year impact of the fair value adjustment on investment properties of $40 million driven by Choice Properties, net of the effect of consolidation; and
- the unfavourable impact of the fair value write-down related to the sale of *Wellwise* at Loblaw of $23 million;

partially offset by,

- the favourable year-over-year impact of the (recoveries) charge related to PC Bank commodity tax matters at Loblaw of $179 million;
- the favourable impact of the reversal of a transaction related provision of $39 million that was determined to be no longer required at Choice Properties; and
- the favourable year-over-year impact of the fair value adjustment on Choice Properties' investment in real estate securities of Allied of $28 million.

ADJUSTED EBITDA[1]

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Loblaw	**$**	**7,016**	$	6,639	$	377	5.7%
Choice Properties		**965**		940		25	2.7%
Effect of consolidation[1]		**(561)**		(579)		18	3.1%
Publicly traded operating companies	**$**	**7,420**	$	7,000	$	420	6.0%
GWL Corporate		**(19)**		(47)		28	59.6%
Consolidated	**$**	**7,401**	$	6,953	$	448	6.4%

The Company's 2024 adjusted EBITDA[1] was $7,401 million compared to $6,953 million in 2023, an increase of $448 million, or 6.4%. The increase was impacted by each of the Company's segments as follows:

- positively by 5.4% due to growth of 5.7% at Loblaw, driven by an increase in retail and in financial services. The increase in Loblaw retail adjusted EBITDA[1] was driven by an increase in retail gross profit, partially offset by an increase in retail selling, general and administrative expenses ("SG&A");
- positively by 0.4% due to an increase of 2.7% at Choice Properties, primarily driven by the increase in rental revenue, partially offset by higher general and administrative expenses and the unfavourable year-over-year impact of certain non-recurring items; and
- positively by 0.4% due to an increase of 59.6% at GWL Corporate, primarily due to the favourable year-over-year impact of the fair value adjustment on other investments.

DEPRECIATION AND AMORTIZATION

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Loblaw	**$**	**2,966**	$	2,906	$	60	2.1%
Choice Properties		**4**		3		1	33.3%
Effect of consolidation		**(362)**		(380)		18	4.7%
Publicly traded operating companies	**$**	**2,608**	$	2,529	$	79	3.1%
GWL Corporate		**3**		3		—	—%
Consolidated	**$**	**2,611**	$	2,532	$	79	3.1%

Depreciation and amortization in 2024 was $2,611 million, an increase of $79 million compared to 2023. Depreciation and amortization in 2024 included $499 million (2023 – $499 million) of amortization of intangible assets related to the acquisitions of Shoppers Drug Mart Corporation ("Shoppers Drug Mart") and Lifemark Health Group ("Lifemark"), recorded by Loblaw. Excluding these amounts, depreciation and amortization increased by $79 million due to:

- higher depreciation and amortization at Loblaw primarily driven by an increase in information technology ("IT") assets and leased assets, and an increase in depreciation of fixed assets related to conversions of retail locations, partially offset by the impact of prior year accelerated depreciation due to the reassessment of the estimated useful life of certain IT assets at Loblaw and prior year accelerated depreciation as a result of network optimization; and
- the unfavourable year-over-year impact of the effect of consolidation, primarily due to the prior year elimination of Loblaw's accelerated depreciation on certain IT assets, as these assets were classified as fixed assets on consolidation and continued to be depreciated by the Company.

NET INTEREST EXPENSE AND OTHER FINANCING CHARGES

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Net interest expense and other financing charges	**$**	**972**	$	889	$	83	9.3%
Add impact of the following:							
Fair value adjustment of the Trust Unit liability		**164**		231		(67)	(29.0)%
Recovery related to PC Bank commodity tax matter		**10**		—		10	100.0%
Adjusted net interest expense and other financing charges[1]	**$**	**1,146**	$	1,120	$	26	2.3%

Net interest expense and other financing charges in 2024 were $972 million, an increase of $83 million compared to 2023. The increase was due to the unfavourable year-over-year net impact of adjusting items totaling $57 million, itemized in the table above, and an increase in adjusted net interest expense and other financing charges[1] of $26 million. Included in the adjusting items was the unfavourable year-over-year impact of the fair value adjustment of the Trust Unit liability of $67 million as a result of the decrease in Choice Properties' unit price during 2024.

Adjusted net interest expense and other financing charges[1] in 2024 increased by $26 million, primarily driven by:

- an increase in interest expense on long-term debt at Loblaw and Choice Properties;
- an increase in interest expense from lease liabilities at Loblaw, net of the effect of consolidation; and
- lower interest income on cash and cash equivalents and certain short-term investments at GWL Corporate and Loblaw;

partially offset by,

- the capitalization of interest expense related to Loblaw's automated distribution facility;
- lower interest expense from post-employment and other long-term employee benefits; and
- an increase in interest income at Choice Properties.

INCOME TAXES

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Income taxes	**$**	**908**	$	849	$	59	6.9%
Add (deduct) impact of the following:							
Tax impact of items excluded from adjusted earnings before taxes[i]		**235**		178		57	32.0%
Outside basis difference in certain Loblaw shares		**(6)**		(8)		2	25.0%
Adjusted income taxes[1]	**$**	**1,137**	$	1,019	$	118	11.6%
Effective tax rate applicable to earnings before taxes		**26.7%**		24.4%			
Adjusted effective tax rate applicable to adjusted earnings before taxes[1]		**27.4%**		26.8%			

(i) See the adjusted EBITDA table and the adjusted net interest expense and other financing charges table included in Section 13, "Non-GAAP and Other Financial Measures", of this MD&A for a complete list of items excluded from adjusted earnings before taxes.

The effective tax rate in 2024 was 26.7%, compared to 24.4% in 2023. The increase was primarily attributable to the year-over-year impact of the non-taxable fair value adjustment of the Trust Unit liability, adjustments to certain tax provisions during 2023, and the impact of other non-deductible items.

The adjusted effective tax rate[1] in 2024 was 27.4%, compared to 26.8% in 2023. The increase was primarily attributable to adjustments to certain tax provisions during 2023 and the impact of other non-deductible items.

1.2 Consolidated Other Business Matters

GWL CORPORATE FINANCING ACTIVITIES The Company completed the following financing activities during the periods indicated below. The cash impacts of these activities are set out below:

	Quarters Ended		Years Ended	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023	**Dec. 31, 2024**	Dec. 31, 2023
NCIB – purchased and cancelled[(i)]	**$ (211)**	$ (165)	**$ (990)**	$ (1,001)
Participation in Loblaw's NCIB[(ii)]	**184**	238	**746**	847
Debenture repaid - 4.12%, due June 17, 2024	**—**	—	**(200)**	—
Debenture issued - 4.19%, due September 5, 2029	**—**	—	**250**	—
Net cash flow (used in) from above activities	**$ (27)**	$ 73	**$ (194)**	$ (154)

(i) In the fourth quarter of 2024, GWL Corporate paid $2 million of cash consideration related to common shares repurchased under the NCIB for cancellation in the third quarter of 2024.
(ii) In the fourth quarter of 2024, GWL Corporate received $3 million of cash consideration related to Loblaw shares sold in the third quarter of 2024.

NCIB - Purchased and Cancelled Shares In the fourth quarter and year-to-date 2024, the Company purchased and cancelled 0.9 million common shares (2023 – 1.1 million common shares) for aggregate consideration of $209 million (2023 – $165 million) and 5.0 million common shares (2023 – 6.3 million common shares) for aggregate consideration of $990 million (2023 – $1,001 million), respectively, under its NCIB. As at December 31, 2024, the Company had 130.0 million shares issued and outstanding, net of shares held in trusts (December 31, 2023 – 134.4 million common shares).

In the fourth quarter of 2024, the Company entered into an automatic share purchase plan ("ASPP") with a broker in order to facilitate the repurchase of the Company's common shares under its NCIB. During the effective period of the ASPP, the Company's broker may purchase common shares at times when the Company would not be active in the market.

Refer to Section 3.6, "Share Capital", of this MD&A for more information.

Participation in Loblaw's NCIB The Company participates in Loblaw's NCIB in order to maintain its proportionate percentage ownership interest. In the fourth quarter and year-to-date 2024, Loblaw repurchased 1.0 million common shares (2023 – 2.0 million common shares) from the Company for aggregate consideration of $181 million (2023 – $238 million) and 4.6 million common shares (2023 – 7.1 million common shares) for aggregate consideration of $746 million (2023 – $847 million), respectively.

Debenture Repayment and Issuance On June 17, 2024, the Company paid in full upon maturity, at par, plus accrued and unpaid interest thereon, the $200 million aggregated principal amount of the 4.12% senior unsecured notes outstanding.

On September 5, 2024, the Company completed an issuance of $250 million aggregate principal amount of senior unsecured notes bearing interest at 4.19% per annum and with a maturity date of September 5, 2029.

SETTLEMENT OF CLASS ACTION LAWSUITS On July 24, 2024, the Company and Loblaw entered into binding Minutes of Settlement and on January 31, 2025, the Company and Loblaw entered into a Settlement Agreement to resolve nationwide class action lawsuits against them relating to their role in an industry-wide price-fixing arrangement involving certain packaged bread products which occurred between 2001 and 2015. The Settlement Agreement provides for a total settlement of $500 million. The Company will pay $247 million and Loblaw will pay $253 million (made up of $157 million in cash and credit for $96 million previously paid to customers by Loblaw under the Loblaw Card Program). The $500 million settlement amount was negotiated with lawyers representing consumers in a mediation presided over by the Chief Justice of the Ontario Superior Court of Justice. If the Settlement Agreement is approved by the courts, it will resolve all of the consumers' claims against the Company and Loblaw relating to this matter. In the second quarter of 2024, charges of $420 million ($253 million, net of income taxes and non-controlling interests) were recorded in SG&A, relating to the settlement and related costs.

1.3 Selected Annual Information

The selected information presented below has been derived from and should be read in conjunction with the annual consolidated financial statements of the Company dated December 31, 2024, 2023 and 2022 included within the 2024 and 2023 Annual Reports. The analysis of the data contained in the table focuses on the trends and significant events or items affecting the results of operations and financial condition of the Company over the latest three year period.

Unless otherwise indicated, all financial information represents the Company's results from continuing operations.

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		2022
Revenue	**$**	**61,608**	**$**	**60,124**	**$**	**57,048**
Operating income	**$**	**4,376**	**$**	**4,363**	**$**	**4,553**
Adjusted EBITDA[1]	**$**	**7,401**	$	6,953	$	6,551
Adjusted EBITDA margin[1]		**12.0%**		11.6%		11.5%
Depreciation and amortization	**$**	**2,611**	$	2,532	$	2,407
Net interest expense and other financing charges	**$**	**972**	$	889	$	913
Adjusted net interest expense and other financing charges[1]	**$**	**1,146**	$	1,120	$	1,022
Income taxes	**$**	**908**	$	849	$	831
Adjusted income taxes[1]	**$**	**1,137**	$	1,019	$	989
Adjusted effective tax rate[1]		**27.4%**		26.8%		27.3%
Net earnings from continuing operations[i]	**$**	**2,496**	**$**	**2,625**	**$**	**2,809**
Net earnings attributable to shareholders of the Company	**$**	**1,359**	**$**	**1,540**	**$**	**1,816**
Loblaw[ii]	**$**	**1,138**	$	1,102	$	1,007
Choice Properties		**785**		797		744
Effect of consolidation		**(283)**		(248)		127
Publicly traded operating companies	**$**	**1,640**	$	1,651	$	1,878
GWL Corporate		**(325)**		(155)		(100)
Net earnings available to common shareholders of the Company from continuing operations[i]	**$**	**1,315**	**$**	**1,496**	**$**	**1,778**
Net earnings per common share from continuing operations[i] ($) - diluted	**$**	**9.80**	**$**	**10.75**	**$**	**12.20**
Loblaw[ii]	**$**	**1,392**	$	1,309	$	1,194
Choice Properties		**426**		409		384
Effect of consolidation[1]		**(91)**		(104)		(52)
Publicly traded operating companies	**$**	**1,727**	$	1,614	$	1,526
GWL Corporate		**(130)**		(147)		(94)
Adjusted net earnings available to common shareholders of the Company[1] from continuing operations[i]	**$**	**1,597**	$	1,467	$	1,432
Adjusted diluted net earnings per common share[1] from continuing operations[i] ($)	**$**	**11.93**	$	10.54	$	9.81
Dividends declared per share ($):						
Common shares	**$**	**3.173**	$	2.799	$	2.580
Preferred shares – Series I	**$**	**1.45**	$	1.45	$	1.45
Preferred shares – Series III	**$**	**1.30**	$	1.30	$	1.30
Preferred shares – Series IV	**$**	**1.30**	$	1.30	$	1.30
Preferred shares – Series V	**$**	**1.1875**	$	1.1875	$	1.1875
Total Assets and Long-Term Financial Liabilities						
Total assets	**$**	**51,436**	**$**	**49,770**	**$**	**48,958**
Total long-term debt	**$**	**15,384**	$	14,996	$	14,784
Financial liabilities[iii]		**704**		710		668
Lease liabilities		**6,022**		5,443		5,158
Trust Unit liability		**3,715**		3,881		4,112
Total long-term financial liabilities[iii]	**$**	**25,825**	**$**	**25,030**	**$**	**24,722**

(i) In 2021, the Company completed the sale of the Weston Foods bakery business. The Company's interest in Weston Foods was presented separately as discontinued operations in the Company's 2022 results. Details are included in the Company's 2022 Annual Report available on the Company's website (www.weston.ca).
(ii) Contribution from Loblaw, net of non-controlling interests.
(iii) Certain comparative figures have been restated.

REVENUE The Company's reportable operating segments had the following sales trends over the last three years:

- Loblaw's retail sales have continued to grow despite the pressure of a highly competitive retail market, impacts of global economic uncertainties, and regulatory environment over the last three years. In 2022, COVID-19 continued to impact Loblaw's retail sales through the first half of the year. Food retail benefited from elevated eat-at-home trends, and drug retail from strong cosmetics and over-the-counter ("OTC") product sales, as customers returned to pre-pandemic activities, while COVID-19 related testing and vaccines continued at elevated levels. Loblaw's retail sales growth in the second half of 2022 benefited from global inflationary pressures and reflected continued strength in cosmetics and OTC sales in drug retail. In 2023, amidst global inflationary pressures, consumers increased their focus on value, which benefited Loblaw's sales due to its strength in private label products, discount banners, and personalized promotions, including its *PC Optimum* loyalty program. In drug retail, strong cosmetics and OTC product sales continued, while pharmacy services demonstrated strong growth, partially off-setting a decline in COVID-19 related services. In 2024, consumers remained focused on value, which benefited Loblaw's sales due to its strength in private label products, hard discount banners, and personalized promotions, including its *PC Optimum* loyalty program. In drug retail, strong cosmetics sales continued and OTC sales normalized as the cough and cold season returned to more normal trends, while pharmacy services demonstrated strong growth.

  Loblaw's financial services revenue has continued to grow. In 2022, Loblaw's financial services benefited from an increase in customer spending, and growing credit card receivables driven by growth in the active customer base. In 2023, Loblaw's financial services benefited from an increase in customer spending and higher sales attributable to The Mobile Shop™ kiosk. Further, Loblaw's financial services continued to benefit from growing credit card receivables driven by growth in the active customer base and an increase in customer spending. In 2024, Loblaw's financial services benefited from an increase in customer spending and higher sales attributable to *The Mobile Shop* kiosk. Further, Loblaw's financial services benefited from the launch of its PC Insiders™ World Elite® Mastercard® and PC Money™ Savings Account.

- Choice Properties revenue saw a decline in 2022 due to foregone revenue following the disposition of six office assets (the "Office Asset Sale") to Allied in the second quarter of 2022. The decline was partially offset by an increase in rental revenues from the retail and industrial portfolios driven by improved occupancy and higher rental rates and increased capital recoveries. In 2023, Choice Properties revenue increased due to higher rental rates in the retail and industrial portfolios, higher capital and operating recoveries, acquisitions and completed developments and higher lease surrender revenue, partially offset by foregone revenue following dispositions completed in 2023 and 2022 including the impact of the Office Asset Sale. The increase in Choice Properties revenue in 2023 also included revenue from the sale of residential inventory. In 2024, revenue at Choice Properties increased due to continued higher rental rates primarily in the retail and industrial portfolios, higher recoveries, and the impact of acquisitions, net of dispositions, and completed developments. The increase was partially offset by lower lease surrender revenue and lower revenue on the sale of residential inventory.

NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS OF THE COMPANY FROM CONTINUING OPERATIONS AND DILUTED NET EARNINGS PER COMMON SHARE FROM CONTINUING OPERATIONS

Net earnings available to common shareholders of the Company from continuing operations and diluted net earnings per common share from continuing operations for the last three years were impacted by certain adjusting items as described in Section 13, "Non-GAAP and Other Financial Measures", of this MD&A and by the underlying operating performance of each of the Company's reportable operating segments.

Over the last three years, the Company's underlying operating performance was impacted by the following:

- changes in the underlying operating performance of Loblaw due to:
  - changes in underlying operating performance of Loblaw retail due to COVID-19 and global inflationary pressure. Loblaw's financial results for 2024 and 2023 had higher revenue and cost of sales when compared to 2022;
  - cost savings, operating efficiencies and investments in and benefits from strategic initiatives; and
  - fluctuations in the performance of Loblaw's financial services driven by the impact of the increase in customer spending and growth in active customer base, the year-over-year movements of certain commodity taxes accrued, the expected credit loss provision, and operating costs.

- changes in the underlying operating performance of Choice Properties due to:
  - fluctuations in rental income from the favourable impact of contributions from acquisition and development transfers, the year-over-year improvement in rental income from the retail and industrial portfolios driven by an increase in rental rates, higher recoveries, lease surrender revenue, and the unfavourable impact of dispositions;
  - in 2022 and 2023, the underlying operating performance was impacted by the Office Asset Sale which resulted in the unfavourable impact of foregone rental income, partially offset by the favourable impact from distribution income from Choice Properties' investment in real estate securities of Allied;
  - in 2023 and 2024, the underlying operating performance included income from the sale of residential inventory; and
  - fluctuations in general and administrative expenses.

- the year-over-year impact of changes in the effect of consolidation. Refer to Section 13, "Non-GAAP and Other Financial Measures", of this MD&A for a breakdown of effect of consolidation.

- the year-over-year impact of changes in GWL Corporate due to:
  - fluctuations in the fair value adjustment on other investments; and
  - higher income tax expense as a result of GWL's participation in Loblaw's NCIB.

- diluted net earnings per common share included the favourable impact of shares purchased for cancellation.

TOTAL ASSETS AND LONG-TERM FINANCIAL LIABILITIES

In 2024, total assets of $51,436 million increased by 3.3% compared to 2023. The increase was primarily driven by an increase in fixed assets, right-of-use assets, inventories, short-term investments and investment properties. This was partially offset by a decrease in intangible assets, and cash and cash equivalents held at GWL Corporate. Total long-term financial liabilities of $25,825 million increased by 3.2% compared to 2023 primarily driven by an increase in lease liabilities and higher net issuance of long-term debt at Loblaw and GWL Corporate. The increase in long-term financial liabilities was partially offset by a decline in the Trust Unit liability due to a decrease in the unit price.

In 2023, total assets of $49,770 million increased by 1.7% compared to 2022. The increase was primarily driven by an increase in fixed assets, investments properties, right-of-use assets, credit card receivables and cash and cash equivalents. This was partially offset by a decrease in intangible assets and equity accounted joint ventures. Total long-term financial liabilities of $25,030 million increased by 1.2% compared to 2022 driven by an increase in lease liabilities and long-term debt due to an increase in guaranteed investment certificates ("GICs") at Loblaw and the issuances of senior unsecured debentures at Choice Properties. The increase in long-term financial liabilities was partially offset by a decline in the Trust Unit liability due to a decrease in the unit price.

The Trust Unit liability is recognized at fair value on the consolidated balance sheets and fluctuates due to issuances and changes in the fair value of Choice Properties' Trust Units. As at December 31, 2024, 277,262,557 Units were held by Unitholders other than the Company (2023 – 277,198,557; 2022 – 277,109,734). The Company held an approximate 61.7% (2023 – 61.7%; 2022 – 61.7%) effective ownership interest in Choice Properties.

2. Results of Reportable Operating Segments

The following discussion provides details of the 2024 results of operations of each of the Company's reportable operating segments.

2.1 Loblaw Operating Results

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Revenue	**$**	**61,014**	$	59,529	$	1,485	2.5%
Operating income	**$**	**3,894**	$	3,696	$	198	5.4%
Adjusted EBITDA[1]	**$**	**7,016**	$	6,639	$	377	5.7%
Adjusted EBITDA margin[1]		**11.5%**		11.2%			
Depreciation and amortization	**$**	**2,966**	$	2,906	$	60	2.1%

REVENUE Loblaw revenue in 2024 was $61,014 million, an increase of $1,485 million, or 2.5%, compared to 2023, driven by an increase in retail sales and in financial services revenue.

Retail sales were $59,786 million, an increase of $1,441 million, or 2.5%, compared to 2023. The increase was primarily driven by the following factors:

- food retail sales were $42,166 million (2023 – $41,188 million) and food retail same-store sales growth was 1.5% (2023 – 3.9%);
  - the Consumer Price Index ("CPI") as measured by The Consumer Price Index for Food Purchased from Stores was 2.2% (2023 – 7.8%), which was in line with Loblaw's internal food inflation; and
  - food retail traffic increased and basket size decreased.
- drug retail sales were $17,620 million (2023 – $17,157 million) and drug retail same-store sales growth was 2.4% (2023 – 5.4%);
  - pharmacy and healthcare services same-store sales growth was 6.3% (2023 – 6.8%). Pharmacy and healthcare services same-store sales growth benefited from an increase in specialty and chronic prescription volumes. The number of prescriptions dispensed increased by 2.5% (2023 – 0.6%). On a same-store basis, the number of prescriptions dispensed increased by 2.5% (2023 – 0.9%) and the average prescription value increased by 2.9% (2023 – 4.8%);

  partially offset by,
  - front store same-store sales decline of 1.3% (2023 – growth of 4.2%). The decline in front store same-store sales was primarily driven by lower sales of food and household items and the decision to exit certain low margin electronics categories, partially offset by the continued strength in beauty products.

In 2024, 52 food and drug stores were opened, and 15 food and drug stores were closed, and net retail square footage increased by 0.8 million to 72.0 million square feet.

Financial services revenue was $1,586 million, an increase of $46 million, or 3.0%, compared to the same period in 2023, primarily driven by higher interest income from the growth of credit card receivables, higher interchange and credit card fee income and higher sales attributable to *The Mobile Shop*.

OPERATING INCOME Loblaw operating income in 2024 was $3,894 million, an increase of $198 million, or 5.4%, compared to 2023. The increase was driven by an improvement in underlying operating performance of $317 million, partially offset by an unfavourable year-over-year net impact of adjusting items totaling $119 million, as described below:

- the improvement in underlying operating performance of $317 million was primarily due to:
  - an improvement in the underlying operating performance of retail due to an increase in retail gross profit, partially offset by an increase in retail SG&A and depreciation and amortization; and
  - an improvement in the underlying operating performance in financial services.
- the unfavourable year-over-year net impact of adjusting items totaling $119 million was primarily due to:
  - the unfavourable impact of charges related to the settlement of class action lawsuits of $164 million;
  - the unfavourable impact of the charge related to the *PC Optimum* loyalty program of $129 million. Refer to "Loblaw Other Business Matters" below for more details;
  - the unfavourable impact of the fair value write-down related to the sale of *Wellwise* of $23 million. Refer to "Loblaw Other Business Matters" below for more details; and
  - the unfavourable year-over-year impact of the gains on sale of non-operating properties of $9 million;

  partially offset by,
  - the favourable year-over-year impact of the (recoveries) charge related to PC Bank commodity tax matters of $179 million;
  - the favourable year-over-year impact of the fair value adjustment on fuel and foreign currency contracts of $21 million; and
  - the favourable year-over-year impact of the fair value adjustment on non-operating properties of $6 million.

ADJUSTED EBITDA[1] Loblaw adjusted EBITDA[1] in 2024 was $7,016 million, an increase of $377 million, or 5.7%, compared to 2023. The increase was driven by an increase in retail of $301 million, and an increase in financial services of $76 million.

Retail adjusted EBITDA[1] increased by $301 million compared to 2023, driven by an increase in retail gross profit of $638 million, partially offset by an increase in retail SG&A of $337 million.

- Retail gross profit percentage of 31.3% increased by 30 basis points compared to 2023, primarily driven by improvements in shrink.
- Retail SG&A as a percentage of sales was 20.2%, an increase of 10 basis points compared to 2023, primarily driven by the year-over-year impact of labour costs and certain real estate activities.

Financial services adjusted EBITDA[1] increased by $76 million compared to 2023, primarily driven by higher revenue as described above, the year-over-year favourable impact of the expected credit loss provision from the prior year increase of $50 million versus current year increase of $7 million, and lower customer acquisition expenses and operating costs, including the ongoing benefits associated with the renewal of a long-term agreement with Mastercard International Incorporated ("Mastercard"), partially offset by higher contractual charge-offs due to the current macro-economic environment.

DEPRECIATION AND AMORTIZATION Loblaw depreciation and amortization in 2024 was $2,966 million, an increase of $60 million compared to 2023. The increase in depreciation and amortization was primarily driven by an increase in IT assets and leased assets, and an increase in depreciation of fixed assets related to conversions of retail locations, partially offset by the impact of prior year accelerated depreciation due to the reassessment of the estimated useful life of certain IT assets and prior year accelerated depreciation as a result of network optimization. Depreciation and amortization in 2024 included $499 million (2023 – $499 million) of amortization of intangible assets related to the acquisitions of Shoppers Drug Mart and Lifemark.

CONSOLIDATION OF FRANCHISES Loblaw has more than 500 franchise food retail stores in its network. Non-controlling interests at Loblaw represents the share of earnings that relates to Loblaw's food retail franchisees and is impacted by the timing of when profit sharing with franchisees is agreed and finalized under the terms of the agreements. Loblaw's net earnings attributable to non-controlling interests were $104 million in 2024. When compared to 2023, this represented an increase of $17 million or 19.5%. The increase in non-controlling interests at Loblaw was primarily driven by an increase in franchisee earnings after profit sharing.

LOBLAW OTHER BUSINESS MATTERS

PC Bank Commodity Tax Matters In 2022, the Tax Court of Canada ("Tax Court") released a decision relating to PC Bank, a subsidiary of Loblaw. The Tax Court ruled that PC Bank is not entitled to claim notional input tax credits for certain payments it made to Loblaws Inc. in respect of redemptions of loyalty points. PC Bank subsequently filed a Notice of Appeal with the Federal Court of Appeal ("FCA") and in March 2024, the matter was heard by the FCA. In the third quarter of 2024, the FCA released its decision and reversed the decision of the Tax Court. As a result, PC Bank reversed charges of $155 million, including $111 million initially recorded in 2022. In addition, $10 million was recorded related to interest income on cash tax refunds.

In 2023, the Federal government enacted certain commodity tax legislation that applied to PC Bank on a retroactive basis. A charge of $37 million, inclusive of interest, was recorded for this matter. In the fourth quarter of 2023, Loblaw reversed $13 million of previously recorded charges. The reversal was a result of new guidance issued by the Canada Revenue Agency.

***PC Optimum* loyalty program** In the fourth quarter of 2024, Loblaw recorded a charge of $129 million which represents the revaluation of the loyalty liability for outstanding points, reflecting higher *PC Optimum* member participation and higher redemption rates.

Sale of *Wellwise* In the fourth quarter of 2024, Loblaw entered into an agreement with a third party to sell all of the shares of its *Wellwise* business for cash proceeds. Accordingly, Loblaw recorded a net fair value write-down of $23 million in SG&A. The transaction is expected to close in the first quarter of 2025.

2.2 Choice Properties Operating Results

($ millions except where otherwise indicated) For the years ended as indicated		**2024**		2023		$ Change	% Change
Revenue	**$**	**1,369**	$	1,335	$	34	2.5%
Net interest expense and other financing charges	**$**	**296**	$	204	$	92	45.1%
Net income	**$**	**785**	$	797	$	(12)	(1.5)%
Funds from Operations[1]	**$**	**747**	$	726	$	21	2.9%

REVENUE Choice Properties revenue in 2024 was $1,369 million, an increase of $34 million, or 2.5%, compared to 2023 and included revenue from the sale of residential inventory of $11 million (2023 – $26 million) and revenue of $783 million (2023 – $748 million) generated from tenants within Loblaw.

Excluding the impact of the sale of residential inventory, revenue was $1,358 million in 2024, compared to $1,309 million in the same period in 2023, an increase of $49 million, or 3.7%, primarily driven by:

- higher rental rates, primarily in the retail and industrial portfolios;
- higher recoveries; and
- acquisitions, net of dispositions, and completed developments;

partially offset by,

- lower lease surrender revenue.

NET INTEREST EXPENSE AND OTHER FINANCING CHARGES Choice Properties net interest expense and other financing charges in 2024 were $296 million, compared to $204 million in 2023. The increase of $92 million was primarily driven by:

- the unfavourable year-over-year impact of the fair value adjustment on the Class B LP units ("Exchangeable Units") of $83 million as a result of the change in Choice Properties' unit price in the year; and
- higher interest expense due to new debt issuances over the past twelve months bearing interest at higher rates than maturing debt;

partially offset by,

- higher interest income earned on excess cash.

NET INCOME Choice Properties recorded net income of $785 million in 2024, compared to $797 million in 2023. The decrease of $12 million was primarily driven by:

- higher net interest expense and other financing charges as described above; and
- the unfavourable year-over-year change of the fair value adjustment of investment properties, including those held within equity accounted joint ventures, of $12 million;

partially offset by,

- an increase in revenue as described above;
- the favourable impact of the reversal of a transaction related provision of $39 million that was determined to be no longer required; and
- the favourable year-over-year change of the fair value adjustment on investment in real estate securities of $28 million as a result of a decrease in Allied's unit price.

FUNDS FROM OPERATIONS[1] Funds from Operations[1] in 2024 were $747 million, an increase of $21 million, compared to 2023. The increase was primarily due to an increase in rental income, partially offset by higher interest expense net of higher interest income, lower investment income as a result of Allied's special distribution in the prior year, higher general and administrative expenses, lower lease surrender revenue and lower income from the sale of residential inventory.

CHOICE PROPERTIES OTHER BUSINESS MATTERS

Subsequent Events

On January 10, 2025, Choice Properties paid in full upon maturity, at par, plus accrued and unpaid interest thereon, the $350 million aggregated principal amount of the 3.55% Series J senior unsecured debentures outstanding.

On January 16, 2025, Choice Properties completed the issuance, on a private placement basis, of $300 million aggregated principal amount of Series V senior unsecured debentures bearing interest at a rate of 4.29% per annum and maturing on January 16, 2030.

Subsequent to year end, Choice Properties disposed of two retail properties for an aggregate net proceeds of $36 million.

On February 12, 2025, Choice Properties announced an increase in the annual distribution by 1.3% to $0.77 per unit. The increase will be effective for Choice Properties' Unitholders of record on March 31, 2025.

3. Liquidity and Capital Resources

3.1 Cash Flows

($ millions) For the years ended as indicated		**2024**		2023		$ Change
Cash and cash equivalents, beginning of year	**$**	**2,451**	$	2,313	$	138
Cash flows from (used in):						
Operating activities	**$**	**6,065**	$	5,851	$	214
Investing activities		**(2,300)**		(1,666)		(634)
Financing activities		**(4,180)**		(4,049)		(131)
Effect of foreign currency exchange rate changes on cash and cash equivalents		**12**		2		10
(Decrease) increase in cash and cash equivalents	**$**	**(403)**	$	138	$	(541)
Cash and cash equivalents, end of year	**$**	**2,048**	$	2,451	$	(403)

CASH FLOWS FROM OPERATING ACTIVITIES Cash flows from operating activities were $6,065 million in 2024, an increase of $214 million compared to 2023. The increase in cash flows from operating activities was primarily driven by a year-over-year change in provisions and non-cash working capital, credit card receivables increasing year-over-year at a rate lower than prior year and higher cash earnings, partially offset by higher income taxes paid in the current year and an unfavourable year-over-year change in other non-cash items.

CASH FLOWS USED IN INVESTING ACTIVITIES Cash flows used in investing activities were $2,300 million in 2024, an increase of $634 million compared to 2023. The increase in cash flows used in investing activities was primarily driven by higher repayments of mortgages, loans and notes receivable in the prior year, higher purchases of short-term investments, an increase in capital investments and a decrease in proceeds from disposal of assets.

The following table summarizes the Company's capital investments by each of its reportable operating segments:

($ millions) For the years ended as indicated		**2024**		2023
Loblaw	**$**	**2,200**	$	2,109
Choice Properties		**354**		459
Effect of consolidation		**(160)**		(191)
Publicly traded operating companies	**$**	**2,394**	$	2,377
GWL Corporate		**1**		2
Total capital investments[(i)]	**$**	**2,395**	$	2,379

(i) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current year. Loblaw capital investments for the year ended 2023 included $37 million of prepayments transferred to fixed assets.

CASH FLOWS USED IN FINANCING ACTIVITIES Cash flows used in financing activities were $4,180 million in 2024, an increase of $131 million compared to 2023. The increase in cash flows used in financing activities was primarily driven by higher repayment of short-term debt in the current year versus higher issuance in the prior year, higher proceeds from financial liabilities in the prior year and higher lease payments, partially offset by an increase in demand deposits from customers and higher issuance of long-term debt net of repayments.

The Company's significant long-term debt transactions are set out in Section 3.3, "Components of Total Debt".

FREE CASH FLOW[1]

($ millions) For the years ended as indicated	**2024**	2023	$ Change
Cash flows from operating activities	**$ 6,065**	$ 5,851	$ 214
Less: Capital investments[i]	**2,395**	2,379	16
Interest paid	**960**	918	42
Lease payments, net	**899**	848	51
Free cash flow[1]	**$ 1,811**	$ 1,706	$ 105

(i) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current year. Loblaw capital investments for the year ended 2023 included $37 million of prepayments transferred to fixed assets.

Free cash flow[1] in 2024 was $1,811 million, an increase of $105 million compared to 2023. The increase in free cash flow[1] was primarily driven by a year-over-year change in provisions and non-cash working capital, credit card receivables increasing year-over-year at a rate lower than prior year and higher cash earnings, partially offset by higher income taxes paid in the current year, an unfavourable year-over-year change in other non-cash items and higher lease payments.

3.2 Liquidity

The Company (excluding Loblaw and Choice Properties) expects that cash and cash equivalents, short-term investments, future operating cash flows and the amounts available to be drawn against its committed credit facility will enable it to finance its capital investment program and fund its ongoing business requirements, including working capital, pension plan funding requirements and financial obligations, over the next 12 months. The Company (excluding Loblaw and Choice Properties) does not foresee any impediments in obtaining financing to satisfy its long-term obligations.

Loblaw expects that cash and cash equivalents, short-term investments, future operating cash flows and the amounts available to be drawn against committed credit facilities will enable it to finance its capital investment program and fund its ongoing business requirements over the next 12 months, including working capital, pension plan funding requirements and financial obligations. PC Bank expects to obtain long-term financing for its credit card portfolio through the issuance of Eagle Credit Card Trust ("Eagle") notes and GICs.

Choice Properties expects to fund its ongoing operations and finance future growth primarily through the use of: existing cash, cash flows from operations, short-term financing through the committed credit facility, the issuance of unsecured debentures and equity (including Exchangeable Units) (subject to market conditions), and secured mortgages. Given reasonable access to capital markets, Choice Properties does not foresee any impediments in obtaining financing to satisfy its short-term and long-term financial obligations, including its capital investment commitments.

For details on the Company's cash flows, see Section 3.1 "Cash Flows", of this MD&A.

TOTAL DEBT The following table presents total debt:

	As at									
	Dec. 31, 2024					Dec. 31, 2023				
($ millions)	**Loblaw**	**Choice Properties**	**Effect of consolidation**	**GWL Corporate**	**Total**	Loblaw	Choice Properties	Effect of consolidation	GWL Corporate	Total
Bank indebtedness	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**	$ 13	$ —	$ —	$ —	$ 13
Demand deposits from customers	**353**	**—**	**—**	**—**	**353**	166	—	—	—	166
Short-term debt	**800**	**—**	**—**	**—**	**800**	850	—	—	—	850
Long-term debt due within one year	**631**	**682**	**—**	**—**	**1,313**	1,191	964	—	200	2,355
Long-term debt	**7,570**	**6,003**	**—**	**498**	**14,071**	6,661	5,731	—	249	12,641
Certain other liabilities[(i)]	**294**	**—**	**512**	**—**	**806**	280	—	520	—	800
Total debt excluding lease liabilities	**$ 9,648**	**$ 6,685**	**$ 512**	**$ 498**	**$ 17,343**	$ 9,161	$ 6,695	$ 520	$ 449	$ 16,825
Lease liabilities due within one year	**$ 1,648**	**$ —**	**$ (603)**	**$ —**	**$ 1,045**	$ 1,455	$ —	$ (575)	$ —	$ 880
Lease liabilities	**$ 8,535**	**$ 1**	**$ (3,561)**	**$ 2**	**$ 4,977**	$ 8,003	$ 1	$ (3,444)	$ 3	$ 4,563
Total debt including total lease liabilities	**$ 19,831**	**$ 6,686**	**$ (3,652)**	**$ 500**	**$ 23,365**	$ 18,619	$ 6,696	$ (3,499)	$ 452	$ 22,268

(i) As at December 31, 2024, certain other liabilities include financial liabilities of $704 million related to the sale and leaseback of retail and industrial properties (December 31, 2023 – $710 million) (see note 23, "Other Liabilities" of the Company's consolidated financial statements).

Management targets credit metrics consistent with those of an investment grade profile. GWL Corporate holds cash and cash equivalents and short-term investments, and as a result monitors its leverage on a net debt basis. GWL Corporate has total debt including lease liabilities of $500 million (December 31, 2023 – $452 million) and cash and cash equivalents and short-term investments of $523 million (December 31, 2023 – $719 million), resulting in a net cash position of $23 million (December 31, 2023 – net cash of $267 million).

Loblaw's management is focused on managing its capital structure on a segmented basis to ensure that each of its operating segments is employing a capital structure that is appropriate for the industry in which it operates.

- Loblaw targets maintaining retail segment credit metrics consistent with those of investment grade retailers. Loblaw monitors the retail segment's debt to retail adjusted EBITDA[1] ratio as a measure of the leverage being employed. Loblaw retail segment debt to adjusted EBITDA[1] ratio increased compared to 2023, primarily driven by an increase in retail debt partially offset by an improvement in adjusted EBITDA[1].
- PC Bank's capital management objectives are to maintain a consistently strong capital position while considering the economic risks generated by its credit card receivables portfolio and to meet all regulatory requirements as defined by the Office of the Superintendent of Financial Institutions ("OSFI").

Choice Properties targets maintaining credit metrics consistent with those of investment grade Real Estate Investment Trusts ("REIT"). Choice Properties monitors metrics relevant to the REIT industry including targeting an appropriate debt to total assets ratio.

COVENANTS AND REGULATORY REQUIREMENTS The Company, Loblaw and Choice Properties are required to comply with certain financial covenants for various debt instruments. As at year end 2024 and throughout the year, the Company, Loblaw and Choice Properties were in compliance with their respective covenants.

As at year end 2024 and throughout the year, PC Bank and Choice Properties met all applicable regulatory requirements.

3.3 Components of Total Debt

DEBENTURES The following table summarizes the debentures issued in the years ended as indicated:

			2024	2023
($ millions)	Interest Rate	Maturity Date	**Principal Amount**	Principal Amount
George Weston senior unsecured notes	4.19%	September 5, 2029	**$ 250**	$ —
Loblaw				
– Senior unsecured notes[i]	3.56%	December 12, 2029	**400**	$ —
– Senior unsecured notes	5.12%	March 4, 2054	**400**	—
Choice Properties senior unsecured debentures				
– Series U	5.03%	February 28, 2031	**500**	—
– Series S	5.40%	March 1, 2033	**—**	550
– Series T	5.70%	February 28, 2034	**—**	350
Total debentures issued			**$ 1,550**	$ 900

(i) Loblaw used the net proceeds of this issuance to redeem all issued and outstanding Second Preferred Shares, Series B on January 8, 2025.

On January 16, 2025, Choice Properties completed the issuance, on a private placement basis, of $300 million aggregated principal amount of Series V senior unsecured debentures bearing interest at a rate of 4.29% per annum and maturing on January 16, 2030.

The following table summarizes the debentures repaid in the years ended as indicated:

($ millions)	Interest Rate	Maturity Date	**2024 Principal Amount**	2023 Principal Amount
George Weston senior unsecured notes	4.12%	June 17, 2024	**$ 200**	$ —
Loblaw senior unsecured notes	3.92%	June 10, 2024	**400**	—
Choice Properties senior unsecured debentures				
– Series K	3.56%	September 9, 2024	**550**	—
– Series D	4.29%	February 8, 2024	**200**	—
– Series G	3.20%	March 7, 2023	**—**	250
– Series B	4.90%	July 5, 2023	**—**	200
– Series D-C	3.30%	January 18, 2023	**—**	125
Total debentures repaid			**$ 1,350**	$ 575

On January 10, 2025, Choice Properties paid in full upon maturity, at par, plus accrued and unpaid interest thereon, the $350 million aggregated principal amount of the 3.55% Series J senior unsecured debentures outstanding.

COMMITTED CREDIT FACILITIES The components of the committed lines of credit available as at year end 2024 and 2023 were as follows:

		As at			
		Dec. 31, 2024		Dec. 31, 2023	
($ millions)	Maturity Date	**Available Credit**	**Drawn**	Available Credit	Drawn
George Weston	December 14, 2026	**$ 350**	**$ —**	$ 350	$ —
Loblaw	July 15, 2027	**1,500**	**—**	1,500	—
Choice Properties	June 13, 2029	**1,500**	**—**	1,500	—
Total committed credit facilities		**$ 3,350**	**$ —**	$ 3,350	$ —

These facilities contain certain financial covenants.

George Weston GWL has a $350 million revolving committed credit facility, provided by a syndicate of lenders, with a maturity date of December 14, 2026. As at December 31, 2024, no amounts (December 31, 2023 – nil) were drawn under this facility.

Loblaw Loblaw has a $1.5 billion committed credit facility, provided by a syndicate of lenders, with a maturity date of July 15, 2027. As at December 31, 2024, no amounts (December 31, 2023 – nil) were drawn under this facility.

Choice Properties Choice Properties has a $1.5 billion senior unsecured committed revolving credit facility, provided by a syndicate of lenders. During 2024, Choice Properties extended the maturity date for the credit facility from September 1, 2028 to June 13, 2029. As at December 31, 2024, no amounts (December 31, 2023 – nil) were drawn under the facility.

INDEPENDENT SECURITIZATION TRUSTS Loblaw, through PC Bank, participates in various securitization programs that provide a source of funds for the operation of its credit card business. PC Bank maintains and monitors a co-ownership interest in credit card receivables with independent securitization trusts, including Eagle and Other Independent Securitization Trusts, in accordance with its financing requirements.

The following table summarizes the amounts securitized to independent securitization trusts:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Securitized to independent securitization trusts:		
Securitized to Eagle Credit Card Trust	**$ 1,450**	$ 1,350
Securitized to Other Independent Securitization Trusts	**800**	850
Total securitized to independent securitization trusts	**$ 2,250**	$ 2,200

Under its securitization programs, PC Bank is required to maintain, at all times, a credit card receivable pool balance equal to a minimum of 107% of the outstanding securitized liability. PC Bank was in compliance with this requirement as at year end 2024 and throughout the year.

During 2024, Eagle issued $350 million (2023 – $250 million) of senior and subordinated term notes with a maturity date of June 17, 2029 (2023 – June 17, 2028). These notes have a weighted average interest rate of 5.03% (2023 – 5.25%). In connection with this issuance, $150 million (2023 – $125 million) of bond forward agreements were settled, resulting in a realized fair value gain of $2 million (2023 – gain of $4 million) before income taxes. The gain on the bond forwards will be reclassified to net earnings over the life of the Eagle notes. This settlement resulted in a net effective interest rate of 4.91% (2023 – 4.95%) on the Eagle notes issued (see note 30 of the Company's consolidated financial statements).

Senior and subordinated term notes of $250 million (2023 – $250 million) at a weighted average interest rate of 2.28% (2023 – 3.10%), previously issued by Eagle, matured and were repaid on July 17, 2024 (2023 – July 17, 2023).

INDEPENDENT FUNDING TRUSTS As at year end 2024, the independent funding trusts had drawn $590 million (2023 – $558 million) from the revolving committed credit facility that is the source of funding to the independent funding trusts. Loblaw provides credit enhancement in the form of a standby letter of credit for the benefit of the independent funding trusts. As at year end 2024, Loblaw has agreed to provide a credit enhancement of $64 million (2023 – $64 million) for the benefit of the independent funding trusts representing not less than 10% (2023 – not less than 10%) of the principal amount of loans outstanding.

Loblaw has a $700 million revolving committed credit facility that is the source of funding to the independent funding trusts that has a maturity date of May 29, 2027.

GUARANTEED INVESTMENT CERTIFICATES The following table summarizes PC Bank's GICs activity, before commissions, for the years ended as indicated:

($ millions)	**2024**	2023
Balance, beginning of year	**$ 1,654**	$ 1,567
GICs issued	**375**	583
GICs matured	**(552)**	(496)
Balance, end of year	**$ 1,477**	$ 1,654

As at year end 2024, $331 million in GICs were recorded as long-term debt due within one year (2023 – $541 million).

GWL CORPORATE DEBT The following table summarizes the debt in GWL Corporate:

		As at	
($ millions)	**Maturity Date**	**Dec. 31, 2024**	Dec. 31, 2023
Debentures	**2029 - 2033**	**$ 500**	$ 450
George Weston credit facility	**2026**	**—**	—
Transaction costs and other	**n/a**	**(2)**	(1)
GWL Corporate debt		**$ 498**	$ 449

ASSOCIATE GUARANTEES Loblaw has arranged for its pharmacist owners of corporations licensed to operate retail drug stores at specific locations using Loblaw's trademarks ("Associates") to obtain financing to facilitate their inventory purchases and fund their working capital requirements by providing guarantees to various Canadian chartered banks that support Associate loans. As at year end 2024, Loblaw's maximum obligation in respect of such guarantees was $580 million (2023 – $580 million) with an aggregate amount of $476 million (2023 – $476 million) in available lines of credit allocated to the Associates by the various banks. As at year end 2024, Associates had drawn a nominal amount (2023 – $13 million) against these available lines of credit. Any amounts drawn by the Associates are included in bank indebtedness on the Company's consolidated balance sheets. As recourse, in the event that any payments are made under the guarantees, Loblaw holds a first-ranking security interest on all assets of Associates, subject to certain prior-ranking statutory claims.

3.4 Financial Condition

	As at	
	Dec. 31, 2024	Dec. 31, 2023
Adjusted return on average equity attributable to common shareholders of the Company[1]	**28.3%**	24.7%
Adjusted return on capital[1]	**14.5%**	14.0%

The adjusted return on average equity attributable to common shareholders of the Company[1] increased as at year end 2024 compared to 2023, primarily due to an improvement in the Company's consolidated underlying performance and a decrease in average equity attributable to common shareholders of the Company[1].

The adjusted return on capital[1] increased as at year end 2024 compared to 2023, primarily due to an improvement in the Company's consolidated underlying performance, partially offset by an increase in average capital[1].

3.5 Credit Ratings

During 2024, Morningstar DBRS ("DBRS") confirmed the following ratings and trends, and S&P Global Ratings ("S&P") confirmed the following ratings and outlooks.

The following table sets out the current credit ratings of GWL:

	DBRS		S&P	
Credit Ratings (Canadian Standards)	Credit Rating	Trend	Credit Rating	Outlook
Issuer rating	BBB	Stable	BBB+	Stable
Medium term notes	BBB	Stable	BBB	n/a
Preferred shares	Pfd-3	Stable	P-2 (low)	n/a

The following table sets out the current credit ratings of Loblaw:

	DBRS		S&P	
Credit Ratings (Canadian Standards)	Credit Rating	Trend	Credit Rating	Outlook
Issuer rating	BBB (high)	Stable	BBB+	Stable
Medium term notes	BBB (high)	Stable	BBB+	n/a
Second Preferred shares, Series B	Pfd-3 (high)	Stable	P-2 (low)	n/a

The following table sets out the current credit ratings of Choice Properties:

	DBRS		S&P	
Credit Ratings (Canadian Standards)	Credit Rating	Trend	Credit Rating	Outlook
Issuer rating	BBB (high)	Stable	BBB+	Stable
Senior unsecured debentures	BBB (high)	Stable	BBB+	n/a

3.6 Share Capital

OUTSTANDING SHARE CAPITAL AND CAPITAL SECURITIES GWL's outstanding share capital is comprised of common shares and preferred shares. The following table details the authorized and outstanding common shares and preferred shares as at December 31, 2024:

(number of common shares)		Authorized	Outstanding
Common shares		Unlimited	130,044,778
Preferred shares	– Series I	10,000,000	9,400,000
	– Series II	10,600,000	—
	– Series III	10,000,000	8,000,000
	– Series IV	8,000,000	8,000,000
	– Series V	8,000,000	8,000,000

COMMON SHARE CAPITAL Common shares issued are fully paid and have no par value. The following table summarizes the activity in the Company's common shares issued and outstanding for the years ended December 31, 2024 and December 31, 2023:

	2024			2023		
($ millions except where otherwise indicated)	**Number of Common Shares**		**Common Share Capital**	Number of Common Shares		Common Share Capital
Issued and outstanding, beginning of year	**134,546,581**	**$**	**2,511**	140,737,942	$	2,619
Issued for settlement of stock options	**473,046**		**53**	67,619		8
Purchased and cancelled[(i)]	**(4,974,849)**		**(86)**	(6,258,980)		(116)
Issued and outstanding, end of year	**130,044,778**	**$**	**2,478**	134,546,581	$	2,511
Shares held in trusts, beginning of year	**(123,895)**	**$**	**(3)**	(160,465)	$	(3)
Purchased for future settlement of RSUs and PSUs	**(46,000)**		**(1)**	(44,000)		(1)
Released for settlement of RSUs and PSUs	**83,268**		**2**	80,570		1
Shares held in trusts, end of year	**(86,627)**	**$**	**(2)**	(123,895)	$	(3)
Issued and outstanding, net of shares held in trusts, end of year	**129,958,151**	**$**	**2,476**	134,422,686	$	2,508
Weighted average outstanding, net of shares held in trusts	**132,162,869**			137,527,536		

(i) Number of common shares repurchased and cancelled as at December 31, 2024 does not include shares that may be repurchased subsequent to year end under the ASPP as described below.

PREFERRED SHARE CAPITAL GWL may, at its option, redeem for cash, in whole or in part, the preferred shares Series I, Series III, Series IV and Series V outstanding on or after the redemption dates specified by the terms of each series of preferred shares. GWL may, at any time after issuance, give the holders of these preferred shares the right, at the option of the holders, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

DIVIDENDS The declaration and payment of dividends on the Company's common shares and the amount thereof are at the discretion of the Company's Board of Directors ("Board") which takes into account the Company's financial results, capital requirements, available cash flow, future prospects of the Company's business and other factors considered relevant from time to time. Over time, it is the Company's intention to increase the amount of the dividend while retaining appropriate free cash flow to finance future growth. In the second quarter of 2024 and in the second quarter of 2023, the Board raised the quarterly common share dividend by $0.107 to $0.820 and by $0.053 to $0.713 per share, respectively. The Board declared dividends for the years ended as follows:

($)		**2024**		2023
Dividends declared per share[(i)]:				
Common share	**$**	**3.173**	$	2.799
Preferred share:				
Series I	**$**	**1.45**	$	1.45
Series III	**$**	**1.30**	$	1.30
Series IV	**$**	**1.30**	$	1.30
Series V	**$**	**1.1875**	$	1.1875

(i) Dividends declared in the fourth quarter of 2024 on common shares and Preferred Shares, Series III, Series IV and Series V were payable on January 1, 2025. Dividends declared in the fourth quarter of 2024 on Preferred Shares, Series I were payable on December 15, 2024.

The following table summarizes the Company's quarterly dividends declared subsequent to year end 2024:

($)			
Dividends declared per share[(i)]	– Common share	$	0.820
	– Preferred share:		
	Series I	$	0.3625
	Series III	$	0.3250
	Series IV	$	0.3250
	Series V	$	0.296875

(i) Dividends declared in the first quarter of 2025 on common shares and Preferred Shares, Series III, Series IV and Series V are payable on April 1, 2025. Dividends declared in the first quarter of 2025 on Preferred Shares, Series I are payable on March 15, 2025.

At the time such dividends are declared, GWL identifies on its website (www.weston.ca) the designation of eligible and ineligible dividends in accordance with the administrative position of the CRA.

NORMAL COURSE ISSUER BID PROGRAM The following table summarizes the Company's activity under its NCIB for the years ended as follows:

($ millions except where otherwise indicated)	**2024**	2023
Purchased for future settlement of RSUs and PSUs (number of shares)	**46,000**	44,000
Purchased for current settlement of DSUs (number of shares)	**1,721**	7,521
Purchased and cancelled (number of shares)	**4,974,849**	6,258,980
Cash consideration paid		
Purchased and held in trusts	**$ (10)**	$ (7)
Purchased and settled	**—**	(1)
Purchased and cancelled	**(990)**	(1,001)
Premium charged to retained earnings		
Purchased and held in trusts	**$ 9**	$ 6
Purchased and settled	**—**	(2)
Purchased and cancelled[(i)]	**876**	874
Reduction in share capital[(ii)]	**$ 86**	$ 116

(i) Includes $82 million (2023 – $124 million) related to the ASPP, as described below.
(ii) Includes $8 million (2023 – $16 million) related to the ASPP, as described below.

In 2024, GWL renewed its NCIB to purchase on the Toronto Stock Exchange ("TSX") or through alternative trading systems up to 6,646,057 of its common shares, representing approximately 5% of issued and outstanding common shares.

Consistent with the exemption originally granted by the TSX in 2023, Wittington Investments, Limited ("Wittington"), the Company's controlling shareholder, is permitted to participate in the NCIB in a fixed proportion equal to 50% of Wittington's pro rata share of the issued and outstanding common shares of the Company. Purchases of common shares from Wittington will be made during the TSX's Special Trading Session pursuant to an automatic disposition plan agreement among the Company's broker, the Company and Wittington. The maximum number of common shares that may be purchased pursuant to the NCIB will be reduced by the number of common shares purchased from Wittington.

In 2024, 4,974,849 common shares (2023 – 6,258,980 common shares) were purchased under the NCIB for cancellation for aggregate consideration of $990 million (2023 – $1,001 million), including 1,447,904 common shares (2023 – 698,746 common shares) purchased from Wittington for aggregate consideration of $288 million (2023 – $107 million).

From time to time, the Company participates in an ASPP with a broker in order to facilitate the purchase of the Company's common shares under its NCIB. During the effective period of the ASPP, the Company's broker may purchase common shares at times when the Company would not be active in the market. As at December 31, 2024, an obligation to repurchase shares of $90 million was recognized under the ASPP in trade payables and other liabilities in the Company's consolidated financial statements.

As of December 31, 2024, 2,812,214 common shares were purchased under the Company's current NCIB.

3.7 Off-Balance Sheet Arrangements

The following is a summary of the Company's off-balance sheet arrangements. Certain significant arrangements have also been discussed in Section 3.3, "Components of Total Debt".

LETTERS OF CREDIT Standby and documentary letters of credit are used in connection with certain obligations mainly related to real estate transactions, benefit programs, purchase orders and other performance guarantees, surety bond, securitization of PC Bank's credit card receivables, letters of credit and third-party financing made available to Loblaw's franchisees. As at year end 2024, the aggregate gross potential liability related to the Company's letters of credit was approximately $587 million (2023 – $557 million).

GUARANTEES In addition to the letters of credit mentioned above, the Company has entered into various guarantee arrangements including obligations to indemnify third parties in connection with leases and other transactions in the normal course of the Company's business. Additionally, Loblaw has provided a guarantee on behalf of PC Bank to Mastercard for accepting PC Bank as a card member and licensee of Mastercard. As at year end 2024, the guarantee on behalf of PC Bank to Mastercard was $190 million USD (2023 – $190 million USD).

LEASE OBLIGATIONS In connection with historical dispositions of certain of its assets, Loblaw has assigned leases to third parties. Loblaw remains contingently liable for these lease obligations in the event any of the assignees are in default of their lease obligations. Loblaw has guaranteed lease obligations of a third party distributor in the amount of $2 million (2023 – $3 million).

CASH COLLATERALIZATION As at year end 2024, Loblaw had agreements to cash collateralize certain of its uncommitted credit facilities up to an amount of $94 million (2023 – $93 million), of which a nominal amount (2023 – nominal) was deposited with major financial institutions and classified as security deposits on the consolidated balance sheets.

3.8 Contractual Obligations

The following table summarizes certain of the Company's significant contractual obligations and other obligations as at year end 2024:

SUMMARY OF CONTRACTUAL OBLIGATIONS

	Payments due by year						
($ millions)	2025	2026	2027	2028	2029	Thereafter	Total
Total debt (including interest payments)[i]	$ 2,839	$ 1,700	$ 2,443	$ 2,538	$ 2,689	$ 9,915	$ 22,124
Trade payables and other liabilities	7,894	—	—	—	—	—	7,894
Foreign exchange forward contracts	310	—	—	—	—	—	310
Financial liabilities[ii]	66	60	59	52	56	218	511
Lease obligations	1,031	878	768	613	547	2,404	6,241
Associate interest	255	—	—	—	—	—	255
Contracts for purchases of real property and capital investment projects[iii]	200	51	157	40	7	—	455
Purchase obligations[iv]	706	647	78	45	—	—	1,476
Total contractual obligations	$ 13,301	$ 3,336	$ 3,505	$ 3,288	$ 3,299	$ 12,537	$ 39,266

(i) Includes short-term debt, bank indebtedness, demand deposits and Loblaw's certain other liabilities. Total debt also includes fixed interest payments on long-term debt which are based on the maturing face values and annual interest for each instrument, including GICs, long term independent securitization trusts and an independent funding trust, as well as annual payment obligations for consolidated structured entities and mortgages. Variable interest payments are based on the forward rates as at year end 2024.

(ii) Represents the contractual payments that Loblaw is committed to related to properties disposed of to third parties.

(iii) Includes agreements for the purchase of equipment, real property and capital commitments for construction, expansion and renovation of buildings. These agreements may contain conditions that may or may not be satisfied. If the conditions are not satisfied, it is possible the Company will no longer have the obligation to proceed with the underlying transactions.

(iv) Includes contractual obligations of a material amount to purchase goods or services where the contract prescribes fixed or minimum volumes to be purchased or payments to be made within a fixed period of time for a set or variable price. These are only estimates of anticipated financial commitments under these arrangements and the amount of actual payments will vary. The purchase obligations do not include purchase orders issued or agreements made in the ordinary course of business which are solely for goods that are meant for resale, nor do they include any contracts which may be terminated on relatively short notice or with relatively insignificant cost or liability to the Company.

As at year end 2024, the Company had additional long-term liabilities which included post-employment and other long-term employee benefit plan liabilities, deferred vendor allowances, deferred income tax liabilities, Trust Unit liability and provisions, including insurance liabilities. These long-term liabilities have not been included in the table above as the timing and amount of future payments are uncertain.

4. Quarterly Results of Operations

4.1 Quarterly Financial Information

The Company's year end is December 31. Activities are reported on a fiscal year ending on the Saturday closest to December 31. As a result, the Company's fiscal year is usually 52 weeks in duration but includes a 53rd week every five to six years. Each of the years ended December 31, 2024 and December 31, 2023 contained 52 weeks. The 52-week reporting cycle is divided into four quarters of 12 weeks each except for the third quarter, which is 16 weeks in duration. When a fiscal year contains 53 weeks, the fourth quarter is 13 weeks in duration. The next 53-week year will occur in fiscal year 2025.

The following is a summary of selected consolidated financial information derived from the Company's interim period condensed consolidated financial statements for each of the eight most recently completed quarters.

	2024					2023				
	First Quarter	**Second Quarter**	**Third Quarter**	**Fourth Quarter**	**Total**	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
($ millions except where otherwise indicated)	**(12 weeks)**	**(12 weeks)**	**(16 weeks)**	**(12 weeks)**	**(52 weeks)**	(12 weeks)	(12 weeks)	(16 weeks)	(12 weeks)	(52 weeks)
Revenue	**$ 13,735**	**$ 14,091**	**$ 18,685**	**$ 15,097**	**$ 61,608**	$ 13,133	$ 13,884	$ 18,407	$ 14,700	$ 60,124
Operating income	**$ 971**	**$ 795**	**$ 1,618**	**$ 992**	**$ 4,376**	$ 957	$ 1,099	$ 1,231	$ 1,076	$ 4,363
Adjusted EBITDA[1]	**$ 1,623**	**$ 1,806**	**$ 2,158**	**$ 1,814**	**$ 7,401**	$ 1,507	$ 1,733	$ 2,019	$ 1,694	$ 6,953
Depreciation and amortization	**$ 613**	**$ 598**	**$ 787**	**$ 613**	**$ 2,611**	$ 582	$ 585	$ 763	$ 602	$ 2,532
Net earnings	**$ 492**	**$ 667**	**$ 440**	**$ 897**	**$ 2,496**	$ 652	$ 782	$ 944	$ 247	$ 2,625
Net earnings (loss) attributable to shareholders of the Company	**$ 246**	**$ 410**	**$ 29**	**$ 674**	**$ 1,359**	$ 436	$ 508	$ 624	$ (28)	$ 1,540
Loblaw[i]	**$ 243**	**$ 241**	**$ 409**	**$ 245**	**$ 1,138**	$ 221	$ 267	$ 329	$ 285	$ 1,102
Choice Properties	**142**	**514**	**(663)**	**792**	**785**	271	536	435	(445)	797
Effect of consolidation	**(64)**	**(154)**	**291**	**(356)**	**(283)**	3	(252)	(141)	142	(248)
Publicly traded operating companies	**$ 321**	**$ 601**	**$ 37**	**$ 681**	**$ 1,640**	$ 495	$ 551	$ 623	$ (18)	$ 1,651
GWL Corporate	**(85)**	**(201)**	**(22)**	**(17)**	**(325)**	(69)	(53)	(13)	(20)	(155)
Net earnings (loss) available to common shareholders of the Company	**$ 236**	**$ 400**	**$ 15**	**$ 664**	**$ 1,315**	$ 426	$ 498	$ 610	$ (38)	$ 1,496
Net earnings (loss) per common share ($) - basic	**$ 1.76**	**$ 3.01**	**$ 0.11**	**$ 5.10**	**$ 9.95**	$ 3.04	$ 3.59	$ 4.46	$ (0.28)	$ 10.88
Net earnings (loss) per common share ($) - diluted	**$ 1.73**	**$ 2.97**	**$ 0.08**	**$ 5.05**	**$ 9.80**	$ 3.01	$ 3.55	$ 4.41	$ (0.30)	$ 10.75
Adjusted diluted net earnings per common share[1] ($)	**$ 2.30**	**$ 2.93**	**$ 3.57**	**$ 3.15**	**$ 11.93**	$ 1.99	$ 2.68	$ 3.36	$ 2.51	$ 10.54

(i) Contribution from Loblaw, net of non-controlling interests.

REVENUE Over the last eight quarters, consolidated revenue was impacted by each of the Company's reportable operating segments as follows:

- Loblaw revenue was impacted by various factors including the following:
  - seasonality, which was greatest in the fourth quarter and least in the first quarter;
  - the timing of holidays;
  - macro-economic conditions impacting food and drug retail prices; and
  - changes in net retail square footage. Over the past eight quarters, net retail square footage has increased by 0.8 million square feet to 72.0 million square feet.
- Choice Properties revenue was impacted by the following:
  - increased capital and operating recoveries;
  - higher rental rates in the retail and industrial portfolio;
  - contribution from acquisitions, net of dispositions, and development transfers;
  - lease surrender revenue; and
  - the sale of residential inventory.

NET EARNINGS (LOSS) AVAILABLE TO COMMON SHAREHOLDERS OF THE COMPANY AND DILUTED NET EARNINGS (LOSS) PER COMMON SHARE Net earnings (loss) available to common shareholders of the Company and diluted net earnings (loss) per common share for the last eight quarters were impacted by the underlying operating performance of each of the Company's reportable operating segments and certain adjusting items as described in Section 13.1, "Non-GAAP and Other Financial Measures - Selected Comparative Reconciliation", of this MD&A.

The Company's underlying operating performance for the last eight quarters included the following:

- change in Loblaw's underlying operating performance was driven by:
  - seasonality, which was greatest in the fourth quarter and least in the first quarter;
  - the timing of holidays; and
  - cost savings, operating efficiencies and benefits from strategic initiatives.
- change in Choice Properties' underlying operating performance was driven by:
  - changes in revenue as described above;
  - the impact of acquisitions and dispositions of investment properties and development transfers; and
  - changes in general and administrative expenses.
- the year-over-year impact of changes in the effect of consolidation. Refer to Section 13, "Non-GAAP and Other Financial Measures", of this MD&A for a breakdown of effect of consolidation.
- the year-over-year impact of changes in GWL Corporate due to:
  - fluctuations in the fair value adjustment on other investments.
- diluted net earnings (loss) per common share included the favourable impact of shares purchased for cancellation.

4.2 Fourth Quarter Results

Loblaw maintained its focus on retail excellence and produced another quarter of strong operational and financial results. Customers continued to seek a combination of quality, value, service, and convenience, and recognized the strength of Loblaw's offer across its store network. Growing customer engagement of personalized *PC Optimum* loyalty offers, combined with impactful in-store promotions and more everyday value drove higher traffic and strong market share gains in food retail. In drug retail, pharmacy and healthcare services continued to perform well. Front store sales reflected growth across the beauty categories, led by prestige. As expected, this was offset by the impact from the exit from the sale of certain items in the electronics category. Over the 2024 fiscal year, Loblaw invested in its network, opening 52 new drug and food retail stores, and 78 new pharmacy care clinics. In 2025, Loblaw plans to further invest in its network by opening approximately 80 new food and drug stores, and 100 new clinics. Loblaw also marked a major milestone, with the opening of its first T&T® Supermarket in the United States in the fourth quarter of 2024. Loblaw's strategy, unique assets, and dedicated colleagues position it well to continue to serve the diverse needs of Canadians today and in the future.

Choice Properties achieved another quarter and year of strong operational and financial results, delivering on its financial outlook and strategic priorities. In 2024, Choice Properties further improved the quality of its portfolio by completing $427 million of real estate transactions and by delivering over $299 million of development projects, adding 1.1 million square feet of new commercial retail and industrial space and a new purpose-built residential rental building to its portfolio. Choice Properties' performance continues to be supported by the strength of its necessity-based portfolio and the stability and flexibility provided by its industry-leading balance sheet. Choice Properties continues to be well-positioned to deliver stable and growing cash flows and announced its third consecutive annual distribution increase for unitholders.

The Company's results reflect the year-over-year impact of the fair value adjustment of the Trust Unit liability.

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Revenue	**$ 15,097**	**$ 14,700**	**$ 397**	**2.7%**
Operating income	**$ 992**	**$ 1,076**	**$ (84)**	**(7.8)%**
Adjusted EBITDA[1]	**$ 1,814**	$ 1,694	$ 120	7.1%
Adjusted EBITDA margin[1]	**12.0%**	11.5%		
Depreciation and amortization	**$ 613**	**$ 602**	**$ 11**	**1.8%**
Net interest (income) expense and other financing charges	**$ (115)**	**$ 660**	**$ (775)**	**(117.4)%**
Adjusted net interest expense and other financing charges[1]	**$ 284**	$ 278	$ 6	2.2%
Income taxes	**$ 210**	**$ 169**	**$ 41**	**24.3%**
Adjusted income taxes[1]	**$ 285**	$ 260	$ 25	9.6%
Effective tax rate	**19.0%**	**40.6%**		
Adjusted effective tax rate[1]	**27.6%**	28.0%		
Net earnings (loss) attributable to shareholders of the Company	**$ 674**	**$ (28)**	**$ 702**	**2,507.1%**
Loblaw[i]	**$ 245**	$ 285	$ (40)	(14.0)%
Choice Properties	**792**	(445)	1,237	278.0%
Effect of consolidation	**(356)**	142	(498)	(350.7)%
Publicly traded operating companies	**$ 681**	$ (18)	$ 699	3,883.3%
GWL Corporate	**(17)**	(20)	3	15.0%
Net earnings (loss) available to common shareholders of the Company	**$ 664**	**$ (38)**	**$ 702**	**1,847.4%**
Diluted net earnings (loss) per common share ($)	**$ 5.05**	**$ (0.30)**	**$ 5.35**	**1,783.3%**
Loblaw[i]	**$ 353**	$ 332	$ 21	6.3%
Choice Properties	**110**	103	7	6.8%
Effect of consolidation[1]	**(23)**	(57)	34	59.6%
Publicly traded operating companies	**$ 440**	$ 378	$ 62	16.4%
GWL Corporate	**(25)**	(36)	11	30.6%
Adjusted net earnings available to common shareholders of the Company[1]	**$ 415**	$ 342	$ 73	21.3%
Adjusted diluted net earnings per common share[1] ($)	**$ 3.15**	$ 2.51	$ 0.64	25.5%
Dividends declared per share ($):				
Common shares	**$ 0.820**	$ 0.713		
Preferred shares – Series I	**$ 0.3625**	$ 0.3625		
Preferred shares – Series III	**$ 0.3250**	$ 0.3250		
Preferred shares – Series IV	**$ 0.3250**	$ 0.3250		
Preferred shares – Series V	**$ 0.296875**	$ 0.296875		

(i) Contribution from Loblaw, net of non-controlling interests.

NET EARNINGS (LOSS) AVAILABLE TO COMMON SHAREHOLDERS OF THE COMPANY

Net earnings available to common shareholders of the Company in the fourth quarter of 2024 were $664 million ($5.05 per common share), compared to net loss available to common shareholders of the Company of $38 million ($0.30 per common share) in the same period of 2023, an increase of $702 million ($5.35 per common share). The increase was due to the favourable year-over-year net impact of adjusting items totaling $629 million ($4.71 per common share) described below, and an improvement of $73 million ($0.64 per common share) in the consolidated underlying operating performance of the Company.

The favourable year-over-year net impact of adjusting items totaling $629 million ($4.71 per common share) was primarily due to:

- the favourable year-over-year impact of the fair value adjustment of the Trust Unit liability of $781 million ($5.87 per common share) as a result of the decrease in Choice Properties' unit price in the quarter;

partially offset by,

- the unfavourable year-over-year impact of the fair value adjustment on Choice Properties' investment in real estate securities of Allied of $58 million ($0.44 per common share) as a result of a decrease in Allied's unit price in the quarter;
- the unfavourable impact of the charge related to the *PC Optimum* loyalty program at Loblaw of $49 million ($0.37 per common share);
- the unfavourable year-over-year impact of the fair value adjustment on investment properties of $24 million ($0.18 per common share) driven by Choice Properties, net of the effect of consolidation; and
- the unfavourable impact of the fair value write-down related to the sale of *Wellwise* at Loblaw of $15 million ($0.11 per common share).

Adjusted net earnings available to common shareholders of the Company[1] in the fourth quarter of 2024 were $415 million, an increase of $73 million, or 21.3%, compared to the same period in 2023. The increase was driven by the favourable year-over-year impact of $62 million from the contribution of the publicly traded operating companies and the favourable year-over-year impact of $11 million at GWL Corporate primarily due to a fair value gain on other investments recorded in the quarter.

Adjusted diluted net earnings per common share[1] were $3.15 in the fourth quarter of 2024, an increase of $0.64 per common share, or 25.5%, compared to the same period in 2023. The increase was due to the performance in adjusted net earnings available to common shareholders[1] as described above and the favourable impact of shares purchased for cancellation over the last 12 months ($0.09 per common share) pursuant to the Company's NCIB program.

REVENUE

	Quarters Ended			
($ millions except where otherwise indicated)	**Dec. 31, 2024**	Dec. 31, 2023	$ Change	% Change
Loblaw	**$ 14,948**	$ 14,531	$ 417	2.9%
Choice Properties	**344**	355	(11)	(3.1)%
Effect of consolidation[1]	**(195)**	(186)	(9)	(4.8)%
Publicly traded operating companies	**$ 15,097**	$ 14,700	$ 397	2.7%
GWL Corporate	**—**	—		
Consolidated	**$ 15,097**	$ 14,700	$ 397	2.7%

Revenue in the fourth quarter of 2024 was $15,097 million, an increase of $397 million, or 2.7%, compared to the same period in 2023. The increase in revenue was impacted by each of the Company's reportable operating segments as follows:

- Positively by 2.8% due to revenue growth of 2.9% at Loblaw, primarily driven by an increase in retail sales of $422 million, or 3.0%, partially offset by a decline in financial services revenue of $11 million. The increase in retail sales was due to positive same-store sales growth.

- Negatively by 0.1% due to revenue decline of 3.1% at Choice Properties. The decrease of $11 million included revenue from the sale of residential inventory in the fourth quarter of 2023 of $26 million. Excluding the impact of the sale of residential inventory, revenue increased by $15 million, or 4.6%, driven by higher rental rates, higher recoveries, the impact of acquisitions, net of dispositions, and completed developments and higher lease surrender revenue.

OPERATING INCOME

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Loblaw	**$ 850**	$ 941	$ (91)	(9.7)%
Choice Properties	**224**	191	33	17.3%
Effect of consolidation[1]	**(83)**	(45)	(38)	(84.4)%
Publicly traded operating companies	**$ 991**	$ 1,087	$ (96)	(8.8)%
GWL Corporate	**1**	(11)	12	109.1%
Consolidated	**$ 992**	$ 1,076	$ (84)	(7.8)%

Operating income in the fourth quarter of 2024 was $992 million compared to $1,076 million in the same period in 2023, a decrease of $84 million, or 7.8%. The decrease was mainly attributable to the unfavourable year-over-year net impact of adjusting items totaling $193 million, described below, partially offset by an improvement in underlying operating performance of $109 million driven by Loblaw and Choice Properties, and the favourable year-over-year impact of GWL Corporate.

The unfavourable year-over-year net impact of adjusting items totaling $193 million was primarily due to:

- the unfavourable impact of the charge related to the *PC Optimum* loyalty program at Loblaw of $129 million;
- the unfavourable year-over-year impact of the fair value adjustment on Choice Properties' investment in real estate securities of Allied of $63 million; and
- the unfavourable impact of the fair value write-down related to the sale of *Wellwise* at Loblaw of $23 million;

partially offset by,

- the favourable year-over-year impact of the fair value adjustment of derivatives at Loblaw of $14 million.

ADJUSTED EBITDA[1]

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Loblaw	**$ 1,696**	$ 1,631	$ 65	4.0%
Choice Properties	**247**	238	9	3.8%
Effect of consolidation[1]	**(130)**	(164)	34	20.7%
Publicly traded operating companies	**$ 1,813**	$ 1,705	$ 108	6.3%
GWL Corporate	**1**	(11)	12	109.1%
Consolidated	**$ 1,814**	$ 1,694	$ 120	7.1%

Adjusted EBITDA[1] in the fourth quarter of 2024 was $1,814 million compared to $1,694 million in the same period in 2023, an increase of $120 million, or 7.1%. The increase was impacted by each of the Company's segments as follows:

- positively by 3.8% due to an increase of 4.0% at Loblaw, driven by an increase in retail and an increase in financial services. The increase in Loblaw retail adjusted EBITDA[1] was driven by an increase in retail gross profit, partially offset by an increase in retail SG&A;
- positively by 0.5% due to an increase of 3.8% at Choice Properties, primarily driven an increase in rental income, lower general and administrative expense due to lower salaries, benefits and employee costs and higher lease surrender revenue. The increase was partially offset by lower distribution income from the investment in real estate securities of Allied and lower income from the sale of residential inventory; and
- positively by 0.7% due to an increase of 109.1% at GWL Corporate, primarily due to the favourable year-over-year impact of the fair value adjustment on other investments.

DEPRECIATION AND AMORTIZATION

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Loblaw	**$ 694**	$ 680	$ 14	2.1%
Choice Properties	**1**	—	1	100.0%
Effect of consolidation	**(82)**	(78)	(4)	(5.1)%
Publicly traded operating companies	**$ 613**	$ 602	$ 11	1.8%
GWL Corporate	**—**	—	—	—%
Consolidated	**$ 613**	$ 602	$ 11	1.8%

Depreciation and amortization in the fourth quarter of 2024 was $613 million, an increase of $11 million compared to the same period in 2023. Depreciation and amortization in the fourth quarter included $115 million (2023 – $115 million) of amortization of intangible assets related to the acquisitions of Shoppers Drug Mart and Lifemark, recorded by Loblaw. Excluding these amounts, depreciation and amortization increased by $11 million primarily due to an increase at Loblaw driven by an increase in leased assets, net of the effect of consolidation, and an increase in depreciation of fixed assets related to conversions of retail locations, partially offset by the impact of prior year accelerated depreciation as a result of network optimization.

NET INTEREST EXPENSE AND OTHER FINANCING CHARGES

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Net interest (income) expense and other financing charges	**$ (115)**	$ 660	$ (775)	(117.4)%
Add (deduct) impact of the following:				
Fair value adjustment of the Trust Unit liability	**399**	(382)	781	204.5%
Adjusted net interest expense and other financing charges[1]	**$ 284**	$ 278	$ 6	2.2%

Net interest income and other financing charges in the fourth quarter of 2024 were $115 million, compared to net interest expense and other financing charges of $660 million in 2023, a decrease of $775 million. The decrease was primarily due to the favourable year-over-year impact of the fair value adjustment of the Trust Unit liability of $781 million, as a result of the decrease in Choice Properties' unit price during the fourth quarter of 2024.

In the fourth quarter of 2024, adjusted net interest expense and other financing charges[1] increased by $6 million, primarily driven by:

- an increase in interest expense from lease liabilities at Loblaw, net of the effect of consolidation; and
- lower interest income on cash and cash equivalents and certain short-term investments at GWL Corporate and Loblaw;

partially offset by,

- the capitalization of interest expense related to Loblaw's automated distribution facility.

INCOME TAXES

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Income taxes	**$ 210**	$ 169	$ 41	24.3%
Add impact of the following:				
Tax impact of items excluded from adjusted earnings before taxes[i]	**67**	75	(8)	(10.7)%
Outside basis difference in certain Loblaw shares	**8**	16	(8)	(50.0)%
Adjusted income taxes[1]	**$ 285**	$ 260	$ 25	9.6%
Effective tax rate applicable to earnings before taxes	**19.0%**	40.6%		
Adjusted effective tax rate applicable to adjusted earnings before taxes[1]	**27.6%**	28.0%		

(i) See the adjusted EBITDA table and the adjusted net interest expense and other financing charges table included in Section 13, "Non-GAAP and Other Financial Measures", of this MD&A for a complete list of items excluded from adjusted earnings before taxes.

The effective tax rate in the fourth quarter of 2024 was 19.0%, compared to 40.6% in the same period in 2023. The decrease was primarily attributable to the year-over-year impact of the non-taxable fair value adjustment of the Trust Unit liability, partially offset by the impact of other non-deductible items.

The adjusted effective tax rate[1] for the fourth quarter of 2024 was 27.6%, compared to 28.0% in the same period in 2023. The decrease was primarily attributable to the impact of other non-deductible items.

CASH FLOWS

($ millions)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change
Cash and cash equivalents, beginning of period	**$ 1,628**	$ 1,767	$ (139)
Cash flow from (used in):			
Operating activities	**$ 1,689**	$ 1,513	$ 176
Investing activities	**(849)**	(140)	(709)
Financing activities	**(428)**	(692)	264
Effect of foreign currency exchange rate changes on cash and cash equivalents	**8**	3	5
Increase in cash and cash equivalents	**$ 420**	$ 684	$ (264)
Cash and cash equivalents, end of period	**$ 2,048**	$ 2,451	$ (403)

CASH FLOWS FROM OPERATING ACTIVITIES Cash flows from operating activities were $1,689 million in the fourth quarter of 2024, an increase of $176 million compared to the fourth quarter of 2023. The increase in cash flows from operating activities was primarily due to a favourable year-over-year change in non-cash working capital, partially offset by credit card receivables increasing year-over-year at a rate higher than prior year, higher income taxes paid and lower cash earnings.

CASH FLOWS USED IN INVESTING ACTIVITIES Cash flows used in investing activities were $849 million in the fourth quarter of 2024, an increase of $709 million compared to the fourth quarter of 2023. The increase in cash flows used in investing activities was primarily due to higher purchases of short-term investments, higher repayments of mortgages, loans and notes receivable in the prior year and a decrease in proceeds from disposal of assets.

The following table summarizes the Company's capital investments by each of its reportable operating segments for the quarters ended as indicated:

	Quarters Ended	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Loblaw	**$ 628**	$ 676
Choice Properties	**103**	165
Effect of consolidation	**(16)**	(95)
Publicly traded operating companies	**$ 715**	$ 746
GWL Corporate	**1**	1
Capital investments[(i)]	**$ 716**	$ 747

(i) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current period. Loblaw capital investments in the fourth quarter of 2023 included $37 million of prepayments transferred to fixed assets.

CASH FLOWS USED IN FINANCING ACTIVITIES Cash flows used in financing activities were $428 million in the fourth quarter of 2024, a decrease of $264 million compared to the fourth quarter of 2023. The decrease in cash flows used in financing activities was primarily driven by higher issuances of long-term debt net of repayments in the current year, an increase in demand deposits from customers and the timing of the Loblaw dividend payment in the fourth quarter of 2024, partially offset by a decrease in bank indebtedness.

FREE CASH FLOW[(1)]

	Quarters Ended		
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023	$ Change
Cash flows from operating activities	**$ 1,689**	$ 1,513	$ 176
Less: Capital investments[(i)]	**716**	747	(31)
Interest paid	**210**	212	(2)
Lease payments, net	**152**	157	(5)
Free cash flow[(1)]	**$ 611**	$ 397	$ 214

(i) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current period. Loblaw capital investments in the fourth quarter of 2023 included $37 million of prepayments transferred to fixed assets.

Free cash flow[(1)] in the fourth quarter of 2024 was $611 million, an increase of $214 million compared to the fourth quarter of 2023. The increase in free cash flow[(1)] was primarily driven by a favourable year-over-year change in non-cash working capital, partially offset by credit card receivables increasing year-over-year at a rate higher than prior year, higher income taxes paid and lower cash earnings.

5. Fourth Quarter Results of Reportable Operating Segments

The following discussion provides details of the 2024 fourth quarter results of operations of each of the Company's reportable operating segments.

5.1 Loblaw Fourth Quarter Operating Results

($ millions except where otherwise indicated)	Quarters Ended Dec. 31, 2024	Dec. 31, 2023	$ Change	% Change
Revenue	**$ 14,948**	$ 14,531	$ 417	2.9%
Operating income	**$ 850**	$ 941	$ (91)	(9.7)%
Adjusted EBITDA[1]	**$ 1,696**	$ 1,631	$ 65	4.0%
Adjusted EBITDA margin[1]	**11.3%**	11.2%		
Depreciation and amortization	**$ 694**	$ 680	$ 14	2.1%

REVENUE Loblaw revenue in the fourth quarter of 2024 was $14,948 million, an increase of $417 million, or 2.9%, compared to the same period in 2023, driven by an increase in retail sales, partially offset by a decrease in financial services revenue.

Retail sales in the fourth quarter of 2024 were $14,579 million, an increase of $422 million, or 3.0%, compared to the same period in 2023. The increase was primarily driven by the following factors:

- food retail sales were $10,138 million (2023 – $9,774 million) and food retail same-store sales growth was 2.5% (2023 – 2.0%). Food retail same-store sales growth was approximately 1.5% after excluding the favourable impact of the timing of Thanksgiving;
  - the CPI as measured by The Consumer Price Index for Food Purchased from Stores was 2.4% (2023 – 4.9%) which was higher than Loblaw's internal food inflation; and
  - food retail traffic increased and basket size increased.

- drug retail sales were $4,441 million (2023 – $4,383 million) and drug retail same-store sales grew by 1.3% (2023 – 4.6%) for the quarter;
  - pharmacy and healthcare services same-store sales growth was 6.3% (2023 – 8.0%). Pharmacy and healthcare services same-store sales growth benefited from an increase in specialty prescription volumes. The number of prescriptions dispensed increased by 1.7% (2023 – 3.5%). On a same-store basis, the number of prescriptions dispensed increased by 1.7% (2023 – 3.4%) and the average prescription value increased by 4.0% (2023 – 3.4%);

  partially offset by,
  - front store same-store sales decline of 3.1% (2023 – growth of 1.7%). The decline in front store same-store sales was primarily driven by the decision to exit certain low margin electronics categories, the impact of the closure of postal services during the Canada Post strike, and lower sales of food and household items, partially offset by the continued strength in beauty products.

In the last 12 months, 52 food and drug stores were opened, and 15 food and drug stores were closed, resulting in a net increase in retail square footage of 0.8 million square feet, or 1.1% at 72.0 million square feet.

Financial services revenue in the fourth quarter of 2024 was $476 million, a decrease of $11 million compared to the same period in 2023. The decrease was primarily driven by lower sales attributable to *The Mobile Shop*.

OPERATING INCOME Loblaw operating income in the fourth quarter of 2024 was $850 million, a decrease of $91 million, or 9.7%, compared to the same period in 2023. The decrease was driven by an unfavourable year-over-year change in adjusting items totaling $142 million, partially offset by an improvement in underlying operating performance of $51 million, as described below:

- the unfavourable change in adjusting items totaling $142 million was primarily due to:
  - the unfavourable impact of the charge related to the *PC Optimum* loyalty program of $129 million;
  - the unfavourable impact of the fair value write-down related to the sale of *Wellwise* of $23 million; and
  - the unfavourable year-over-year impact of the prior year recovery related to a President's Choice Bank ("PC Bank") commodity tax matter of $13 million;

  partially offset by,
  - the favourable year-over-year impact of prior year fair value adjustments on fuel and foreign currency contracts of $14 million;
  - the favourable year-over-year impact of change in fair value adjustments on non-operating properties of $6 million; and
  - the favourable impact of a gain on sale of non-operating properties of $3 million.

- the improvement in underlying operating performance of $51 million was primarily due to:
  - an increase in retail gross profit, partially offset by an increase in retail SG&A and depreciation and amortization; and
  - an improvement in the underlying operating performance in the financial services.

ADJUSTED EBITDA[1] Loblaw adjusted EBITDA[1] in the fourth quarter of 2024 was $1,696 million, an increase of $65 million, or 4.0%, compared to the same period in 2023. The increase was due to an increase in retail of $47 million and an increase in financial services of $18 million.

Retail adjusted EBITDA[1] in the fourth quarter of 2024 increased by $47 million, driven by an increase in retail gross profit of $96 million, partially offset by an increase in retail SG&A of $49 million.

- Retail gross profit percentage of 30.9% decreased by 20 basis points compared to the same period in 2023, primarily driven by changes in sales mix, including the impact of the closure of postal services during the Canada Post strike and the Thanksgiving shift, partially offset by improvements in shrink.
- Retail SG&A as a percentage of sales was 20.1%, a favourable decrease of 20 basis points compared to the same period in 2023, primarily due to the year-over-year impact of labour costs including expenses related to the ratification of union labour agreements in the prior year, and operating leverage from higher sales, partially offset by the year-over-year impact of certain real estate activities.

Financial services adjusted EBITDA[1] increased by $18 million compared to the same period in 2023, primarily driven by the year-over-year favourable impact of the expected credit loss provision from the prior year increase of $25 million versus current year release of $11 million, partially offset by lapping of prior year benefits associated with the renewal of a long-term agreement with Mastercard.

DEPRECIATION AND AMORTIZATION Loblaw depreciation and amortization in the fourth quarter of 2024 was $694 million, an increase of $14 million compared to the same period in 2023, primarily driven by an increase in leased assets and an increase in depreciation of fixed assets related to conversions of retail locations, partially offset by the impact of prior year accelerated depreciation as a result of network optimization. Depreciation and amortization in the fourth quarter of 2024 included the amortization of intangible assets related to the acquisitions of Shoppers Drug Mart and Lifemark of $115 million (2023 – $115 million).

CONSOLIDATION OF FRANCHISES Loblaw's net losses attributable to non-controlling interests were $1 million in the fourth quarter of 2024, compared to net earnings attributable to non-controlling interests of $16 million in the same period of 2023. This represented a decrease of $17 million, or 106.3%, primarily driven by a decrease in franchisee earnings after profit sharing.

LOBLAW OTHER BUSINESS MATTERS

For details see Section 2.1, "Loblaw Operating Results", of this MD&A.

5.2 Choice Properties Fourth Quarter Operating Results

	Quarters Ended			
($ millions except where otherwise indicated)	**Dec. 31, 2024**	Dec. 31, 2023	$ Change	% Change
Revenue	**$ 344**	$ 355	$ (11)	(3.1)%
Net interest (income) expense and other financing charges	**$ (567)**	$ 636	$ (1,203)	(189.2)%
Net income (loss)	**$ 792**	$ (445)	$ 1,237	278.0%
Funds from Operations[1]	**$ 188**	$ 185	$ 3	1.6%

REVENUE Choice Properties revenue in the fourth quarter of 2024 was $344 million, a decrease of $11 million, or 3.1%, compared to the same period in 2023 and included revenue of $197 million (2023 – $187 million) generated from tenants within Loblaw. In the fourth quarter of 2023, revenue included $26 million from the sale of residential inventory.

Excluding the impact of the sale of residential inventory, revenue in the fourth quarter of 2024 increased by $15 million, or 4.6%, compared to the same period in 2023, primarily driven by:

- higher rental rates primarily in the retail and industrial portfolios;
- higher recoveries;
- acquisitions, net of dispositions, and completed developments; and
- higher lease surrender revenue.

NET INTEREST (INCOME) EXPENSE AND OTHER FINANCING CHARGES Choice Properties net interest income and other financing charges in the fourth quarter of 2024 were $567 million, compared to net interest expense and other financing charges of $636 million in the same period in 2023. The change of $1,203 million was primarily driven by:

- the favourable year-over-year change in the fair value adjustment on the Exchangeable Units of $1,207 million, as a result of the decrease in the unit price in the quarter;

partially offset by,

- an increase in interest expense due to new debt issuances over the past twelve months bearing interest at higher rates than maturing debt.

NET INCOME (LOSS) Choice Properties net income in the fourth quarter of 2024 was $792 million, compared to a net loss of $445 million in the same period in 2023. The change of $1,237 million was primarily driven by:

- the change in net interest (income) expense and other financing charges as described above; and
- the favourable year-over-year change in the adjustment to fair value of investment properties, including those held within equity accounted joint ventures, of $88 million;

partially offset by,

- the unfavourable year-over-year change in the adjustment to fair value of investment in real estate securities of $63 million as a result of the decrease in Allied's unit price in the quarter.

FUNDS FROM OPERATIONS[1] Funds from Operations[1] in the fourth quarter of 2024 increased by $3 million to $188 million compared to the same period in 2023. The increase was primarily due to an increase in rental income, lower general and administrative expenses due to lower salaries, benefits and employee costs, and higher lease surrender revenue. The increase was partially offset by lower investment income as a result of Allied's special distribution in the prior year, income from the sale of residential inventory in the prior year, higher interest expense, and lower interest income.

CHOICE PROPERTIES OTHER BUSINESS MATTERS

For details see Section 2.2, "Choice Properties Operating Results", of this MD&A.

6. Disclosure Controls and Procedures

Management is responsible for establishing and maintaining a system of disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company and its subsidiaries is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

As required by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109") the Chairman & Chief Executive Officer ("CEO") and the President & Chief Financial Officer ("CFO") have caused the effectiveness of the disclosure controls and procedures to be evaluated. Based on that evaluation, management, under the supervision of the Chairman & CEO and the President & CFO, have concluded that the design and operation of the system of disclosure controls and procedures were effective as at December 31, 2024.

7. Internal Control Over Financial Reporting

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS Accounting Standards.

As required by NI 52-109, the Chairman & CEO and the President & CFO have caused the effectiveness of the internal controls over financial reporting to be evaluated using the framework established in 'Internal Control - Integrated Framework (COSO Framework)' published by The Committee of Sponsoring Organizations of the Treadway Commission (COSO), 2013. Based on that evaluation, management, under the supervision of the Chairman & CEO and the President & CFO, have concluded that the design and operation of the Company's internal controls over financial reporting were effective as at December 31, 2024.

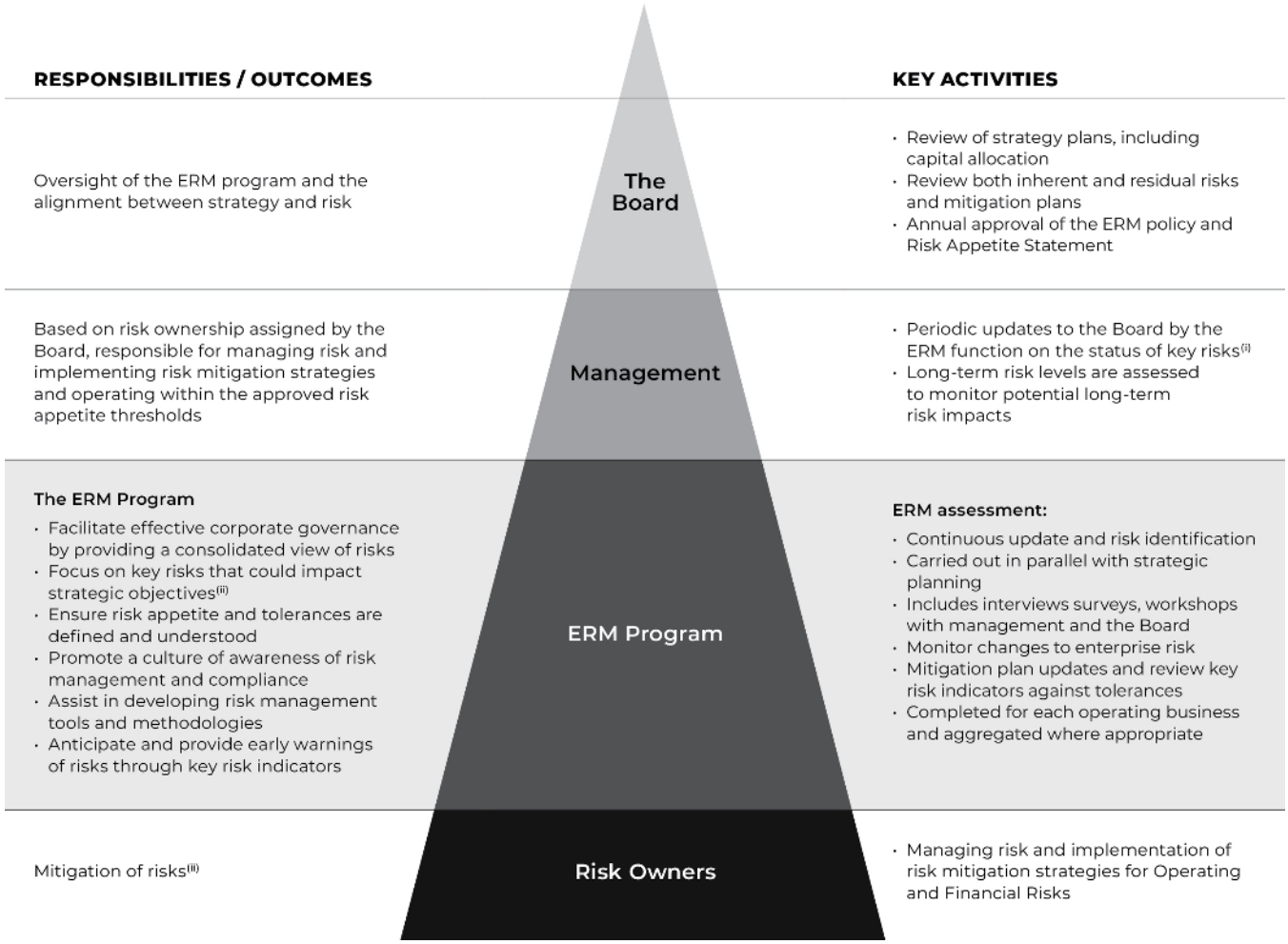
In designing such controls, it should be recognized that due to inherent limitations, any control, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and may not prevent or detect misstatements. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Additionally, management is required to use judgment in evaluating controls and procedures.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING There were no changes in the Company's internal controls over financial reporting in 2024 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

8. Enterprise Risks and Risk Management

The Company is committed to maintaining a framework that ensures risk management is an integral part of its activities. The Company's Enterprise Risk Management ("ERM") program assists all areas of the business in managing risks within appropriate levels of tolerance by bringing a systematic approach and methodology for evaluating, measuring and monitoring key risks. The results of the ERM program and other business planning processes are used to identify emerging risks to the Company, prioritize risk mitigation activities and develop a risk-based internal audit plan.

Risks are not eliminated through the ERM program, but rather, are identified and managed in line with the Company's Risk Appetite Statement and within approved risk tolerances. The Risk Appetite Statement articulates key aspects of the Company's businesses, values, and brands and provides directional guidance on risk taking.



(i) Risks are assessed and evaluated based on the Company's vulnerability to the risk and the potential impact that the underlying risks would have on the Company's ability to execute on its strategies and achieve its objectives.

(ii) Any of the key risks have the potential to negatively affect the Company and its financial performance. The Company has risk management strategies in place for key risks. However, there can be no assurance that the risks will be mitigated or will not materialize or that events or circumstances will not occur that could adversely affect the reputation, operations or financial condition or performance of the Company.

8.1 Operating Risks and Risk Management

OPERATING RISKS The following discussion of risks identifies significant factors that could have a material adverse effect on the Company's business, operations, financial condition or future financial performance.

The following risks are a subset of the key risks identified through the ERM program. They should be read in conjunction with the full set of risks inherent in the Company's business, as included in the Company's Annual Information Form ("AIF") for the year ended December 31, 2024, which is hereby incorporated by reference:

Economic Conditions	Colleague Attraction, Development and Succession Planning
Cybersecurity, Privacy and Data Breaches	Asset Management
IT Systems Implementations and Data Management	Competitive Environment and Strategy
Inventory Management and Shrink	Food, Drug, Product and Services Safety
Healthcare Reform	Labour Relations
Distribution and Supply Chain	Environmental and Social
Associate-owned Drug Store Network and Relationships with Associates	Business Continuity
Property Development and Construction	Legal Proceedings
Property Valuation	Change Management, Process and Efficiency
Capitalization Rate Risk	Franchisee Relationships
Electronic Commerce and Disruptive Technologies	Service Providers
Regulatory Compliance	Execution of Strategic Initiatives

ECONOMIC CONDITIONS The Company's revenue, profitability, brand and reputation may be impacted by general economic conditions. These economic conditions include inflation, impact of tariffs, price increases from suppliers, levels of employment, costs of borrowing, household debt, political uncertainty and government regulation, the impact of natural disasters, war or acts of terrorism, pandemics, changes in interest rates, tax rates, or exchange rates, and access to consumer credit. A number of these conditions could negatively impact consumer spending. As a result, these economic conditions may adversely impact demand for the Company's products and services which could adversely affect the Company's operations, financial performance, brand or reputation.

CYBERSECURITY, PRIVACY AND DATA BREACHES The Company depends on the uninterrupted operation of its IT systems, networks and services including internal and public internet sites, data hosting and processing facilities, and cloud-based services and hardware, such as point-of-sale processing at stores, to operate its business.

In the ordinary course of business, the Company collects, processes, transmits and retains confidential, sensitive and personal information ("Confidential Information"), including payment card industry data and personal health and financial information regarding the Company and its employees, franchisees, Associates, vendors, customers, patients, credit card and *PC Money* Account holders and loyalty program members. Some of this Confidential Information is held and managed by third party service providers. As with other large companies, the Company is regularly subject to cyberattacks and such attempts are occurring more frequently, are constantly evolving in nature and are becoming more sophisticated.

The Company has implemented security measures, including employee training, monitoring and testing, maintenance of protective systems and contingency plans, to protect and to prevent unauthorized access of Confidential Information and to reduce the likelihood of disruptions to its IT systems. The Company continues to make strategic investments in this area in order to mitigate cyber threats. The Company also has security processes, protocols and standards that are applicable to its third party service providers.

Despite these measures, all of the Company's information systems, including its back-up systems and any third party service provider systems that it employs, are vulnerable to damage, interruption, disability or failures due to a variety of reasons, including physical theft, electronic theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events.

The Company or its third party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach the Company's security measures or its third party service providers' information systems.

As cyber threats evolve and become more difficult to detect and successfully defend against, one or more cyber threats might defeat the Company's security measures or those of its third party service providers. Moreover, employee error or malfeasance, faulty password management or other irregularities may result in a breach of the Company's or its third party service providers' security measures, which could result in a breach of employee, franchisee, Associate, customer, patient, credit card or *PC Money* Account holder or loyalty program member privacy or Confidential Information.

If the Company does not allocate and effectively manage the resources necessary to build and sustain reliable IT infrastructure, fails to timely identify or appropriately respond to cybersecurity incidents, or the Company's or its third party service providers' information systems are damaged, destroyed, shut down, interrupted or cease to function properly, the Company's business could be disrupted and the Company could, among other things, be subject to: transaction errors; processing inefficiencies; the loss of or failure to attract new customers; the loss of revenue; the loss or unauthorized access to Confidential Information or other assets; the loss of or damage to intellectual property or trade secrets; damage to its reputation; litigation; regulatory enforcement actions; violation of privacy, security or other laws and regulations; and remediation costs. Any such occurrences could adversely affect the reputation, operations or financial performance of the Company.

IT SYSTEMS IMPLEMENTATIONS AND DATA MANAGEMENT The operations of the Company are reliant on the continuous and uninterrupted operations of critical technology systems, including the increasing use of automation technology. Any technology failure/outage pertaining to the availability, capacity or sustainability of the Company's IT systems may result in disruptions impacting the Company's customers or financial performance, or may negatively impact the Company's reputation. The Company continues to make investments in new IT systems to improve the operating effectiveness of the organization. Failure to successfully migrate from legacy systems to new IT systems or a significant disruption in the Company's current IT systems during the implementation of new systems could result in a lack of accurate data to effectively manage day-to-day operations of the business or achieve its operational objectives, causing significant disruptions to the business and potential financial losses.

Failure to successfully adopt or implement appropriate processes to support the new IT systems, or failure to effectively leverage or convert data from one system to another, may preclude the Company from optimizing its overall performance and could result in inefficiencies and duplication in processes, which in turn could adversely affect the reputation, operations or financial performance of the Company. Failure to realize the anticipated strategic benefits including revenue growth, anticipated cost savings or operating efficiencies associated with new IT systems could adversely affect the reputation, operations or financial performance of the Company.

The Company also depends on relevant and reliable information to operate its business. As the volume of data being generated and reported continues to increase across the Company, data accuracy, quality and governance are required for effective decision making. Failure by the Company to leverage data, including customer data, in a timely manner may adversely affect the Company's ability to execute its strategy and therefore its financial performance. Moreover, lack of sensitive data classification, protection and use case approval may result in operational or reputational risk.

INVENTORY MANAGEMENT AND SHRINK Loblaw is subject to risks associated with managing its inventory and controlling shrink. Failure to successfully manage such risks could result in shortages of inventory, excess or obsolete inventory which cannot be sold profitably or increases in levels of inventory shrink. Any of these outcomes could adversely affect the financial performance of the Company. Although Loblaw has implemented new IT systems, which are intended to provide increased visibility to integrated inventory and sales information at store level, Loblaw's failure to effectively implement such new IT systems and applicable processes may increase the risks associated with managing inventory, including the risk that inaccurate inventory could result in inaccurate financial statements.

Loblaw's retail segment is also examining its fundamental processes related to article lifecycle management, with the goal of making existing processes more efficient. This will impact existing workflow and system processes across procurement, supply chain and merchandising. Such simplification and efficiency processes are critical to Loblaw's ability to implement longer term system solutions and achieve efficiencies across its retail divisions. Any failure to effectively deliver this enterprise core solution could negatively impact Loblaw's operations or financial performance.

HEALTHCARE REFORM Loblaw is reliant on prescription drug sales for a significant portion of its sales and profits. Prescription drugs and their sales are subject to numerous federal, provincial, territorial and local laws and regulations. Changes to these laws and regulations, including the potential implementation of a national pharmacare system, changes in the models used to fund prescription drugs such as the introduction of a pharmacare system, or non-compliance with these laws and regulations, could adversely affect the reputation, operations or financial performance of the Company.

Federal and provincial laws and regulations that establish public drug plans typically regulate prescription drug coverage, patient eligibility, pharmacy reimbursement, drug product eligibility and drug pricing. With respect to pharmacy reimbursement, such laws and regulations typically regulate the allowable drug cost of a prescription drug product, the permitted mark-up on a prescription drug product and the professional or dispensing fees that may be charged on prescription drug sales to patients eligible under the public drug plan. With respect to drug product eligibility, such laws and regulations typically regulate the requirements for listing the manufacturer's products as a benefit or partial benefit under the applicable governmental drug plan, drug pricing and, in the case of generic prescription drug products, the requirements for designating the product as interchangeable with a branded prescription drug product. In addition, other federal, provincial, territorial and local laws and regulations govern the approval, packaging, labeling, sale, marketing, advertising, handling, storage, distribution, dispensing and disposal of prescription drugs.

Sales of prescription drugs, pharmacy reimbursement and drug prices may be affected by changes to the healthcare industry, including legislative or other changes that impact patient eligibility, drug product eligibility, the allowable cost of a prescription drug product, the mark-up permitted on a prescription drug product, the amount of professional or dispensing fees paid by payers or the provision or receipt of manufacturer allowances by pharmacies and pharmacy suppliers.

The majority of prescription drug sales are reimbursed or paid by three types of payers: (i) government or public, (ii) private insurers or employers, and (iii) out-of-pocket by the patient. These payers have pursued and continue to pursue measures to manage the costs of their drug plans. Canada and each of the provinces has implemented legislative and/or other measures directed towards managing pharmacy service costs and controlling increasing drug costs incurred by public drug plans and private payers, which impact pharmacy reimbursement levels and the availability of manufacturer allowances. Legislative measures to control drug costs include lowering of generic drug pricing. Additionally, the pan-Canadian Pharmaceutical Alliance continues its work regarding cost reduction initiatives for pharmaceutical products and services.

Legislation in certain provincial jurisdictions establishes listing requirements that ensure that the selling price for a prescription drug product will not be higher than any selling price established by the manufacturer for the same prescription drug product under other provincial drug insurance programs. In some provinces, elements of the laws and regulations that impact pharmacy reimbursement and manufacturer allowances for sales to the public drug plans are extended by legislation to sales to private payers. Also, private payers (such as corporate employers and their insurers) are looking or may look to benefit from any measures implemented by government payers to reduce prescription drug costs for public plans by attempting to extend these measures to prescription drug plans they own or manage. Accordingly, changes to pharmacy reimbursement and manufacturer allowances for a public drug plan could also impact pharmacy reimbursement and manufacturer allowances for private payers. In addition, private payers could reduce pharmacy reimbursement for prescription drugs provided to their members or could elect to reimburse members only for products included on closed formularies or available from preferred providers.

Changes impacting pharmacy reimbursement programs and prescription drug pricing, legislative or otherwise, are expected to continue to put downward pressure on the value of prescription drug sales. These changes may have a material adverse effect on Loblaw's business, sales and profitability. In addition, Loblaw could incur significant costs in the course of complying with any changes in the regulatory regime affecting prescription drugs and pharmacy services. Non-compliance with any such existing or proposed laws or regulations, particularly those that provide for the licensing and conduct of wholesalers, the licensing and conduct of pharmacists, the regulation and ownership of pharmacies, the advertising of pharmacies and prescription services, the provision of information concerning prescription drug products, the pricing of prescription drugs, privacy and confidentiality and interactions with provincial drug and eHealth systems, could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Company.

DISTRIBUTION AND SUPPLY CHAIN Loblaw's ability to satisfy its customers' demands and achieve its cost objectives depends on its ability to maintain key logistic and transport arrangements. Loblaw's distribution and supply chain could be negatively affected by unforeseen disruptions due to fire, severe weather conditions, natural disasters or other catastrophic events, public health events, labour disagreements, disruptions to critical technology systems, including automation, or other transportation problems. The loss of or disruption to these types of arrangements could interrupt product supply, which in turn could adversely affect the assortment and product availability at the store and digital retail level. If not effectively managed or remedied, these events could negatively impact customer experience and Loblaw's ability to attract and retain customers, and could adversely affect the Company's operations or financial performance.

ASSOCIATE-OWNED DRUG STORE NETWORK AND RELATIONSHIPS WITH ASSOCIATES The success of Loblaw and the reputation of its brands are closely tied to the performance of the Shoppers Drug Mart Associate-owned drug stores. Accordingly, Loblaw relies on Associates to successfully operate, manage and execute retail programs and strategies at their respective drug store locations. Associates are independent business operators that have entered into agreements with Loblaw to own and operate retail stores in accordance with prescribed procedures and standards. The success of the operations and financial performance of their respective drug stores may be beyond Loblaw's control. In addition, Associates are subject to franchise legislation. Disruptions to Loblaw's relationships with Shoppers Drug Mart Associate-owned drug stores or changes in legislation could negatively affect revenue from Associates, which in turn could adversely affect the reputation, operations or financial performance of the Company.

PROPERTY DEVELOPMENT AND CONSTRUCTION Choice Properties engages in development, redevelopment and major renovation activities with respect to certain properties. It is subject to certain risks, including: (a) the availability and pricing of financing on satisfactory terms or availability at all; (b) the availability and timely receipt of zoning, occupancy, land use and other regulatory and governmental approvals; (c) changes in zoning and land use laws; (d) the ability to achieve an acceptable level of occupancy upon completion; (e) the potential that Choice Properties may fail to recover expenses already incurred if it abandons redevelopment opportunities after commencing to explore them; (f) the potential that Choice Properties may expend funds on and devote management time to projects which are not completed; (g) construction or redevelopment costs of a project, including rising construction costs and development charges and shortages of experienced labour in certain construction related trades, may exceed original estimates, possibly making the project less profitable than originally estimated, or unprofitable; (h) the time required to complete the construction or redevelopment of a project or to lease-up the completed project may be greater than originally anticipated, thereby adversely affecting Choice Properties' cash flows and liquidity; (i) the cost and timely completion of construction (including risks beyond Choice Properties' control, such as weather, labour conditions or material shortages);

(j) contractor and subcontractor disputes, strikes, labour disputes or supply disruptions; (k) occupancy rates and rents of a completed project may not be sufficient to make the project profitable; and (l) Choice Properties' ability to dispose of properties redeveloped with the intent to sell could be impacted by the ability of prospective buyers to obtain financing given the current state of the credit markets.

The above risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent the initiation of development activities or the completion of development activities once undertaken. In addition, development projects entail risks that investments may not perform in accordance with expectations and can carry an increased risk of litigation (and its accompanying risks) with contractors, subcontractors, suppliers, partners and others. Any failure by Choice Properties to develop quality assets and effectively manage all development, redevelopment and major renovation initiatives may negatively impact the reputation and financial performance of the Company.

PROPERTY VALUATION Choice Properties conducts a valuation assessment of its properties on a quarterly basis. As property values fluctuate over time in response to market factors, or as underlying assumptions and inputs to the valuation model change, the fair value of Choice Properties' portfolio could change materially. Choice Properties is responsible for the reasonableness of the assumptions and for the accuracy of the inputs into the property valuation model. Errors in the inputs to the valuation model or inappropriate assumptions may result in an inaccurate valuation of the properties. In addition to a market activity report that is tailored to Choice Properties' portfolio, management uses the market information obtained in external appraisals, across multiple firms, commissioned during the reporting period to assess whether changes to market-related assumptions are required for the balance of the portfolio. Choice Properties is responsible for monitoring the value of its portfolio going forward and evaluating the impact of any changes in property value over time. Any changes in the value of the properties may impact Unitholder value.

A publicly traded real estate investment trust will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. Accordingly, the Units may trade at a premium or a discount to values implied by the above-mentioned valuations.

CAPITALIZATION RATE RISK The property valuation process is dependent on several inputs, including the current market capitalization rate. Risks associated with Choice Properties' property valuation model include fluctuations in the current market capitalization rate which can significantly impact the value of Choice Properties' overall real estate portfolio. In addition, Choice Properties is subject to certain financial and non-financial covenants in Choice Properties' existing financial instruments that include maintaining certain leverage ratios. Changes in the market capitalization rate could impact Choice Properties' property valuation which in turn could impact financial covenants.

ELECTRONIC COMMERCE AND DISRUPTIVE TECHNOLOGIES Loblaw's e-commerce strategy is a growing business initiative. Customers expect innovative concepts and a positive customer experience, including a user-friendly website, customer offerings that are integrated with Loblaw's loyalty program, reliable data, safe and reliable processing of payments and a well-executed merchandise pick up or delivery process. If systems are damaged or cease to function properly, capital investment may be required. Loblaw is also vulnerable to various additional uncertainties associated with e-commerce including website downtime and other technical failures, changes in applicable federal and provincial regulations, security breaches, and consumer privacy concerns. If these technology-based systems and related processes do not function effectively, or if Loblaw is unable to identify and adapt to technological efficiencies, such as artificial/cognitive intelligence or automation in a timely manner, Loblaw's ability to grow its e-commerce business could be adversely affected. Loblaw has increased its investment in improving the digital customer experience, but there can be no assurances that Loblaw will be able to recover the costs incurred to date.

A large portion of Choice Properties' existing real estate portfolio is comprised of necessity-based retail tenants. Shifting consumer preferences toward e-commerce may result in a decrease in the demand for physical space by retail tenants. The failure of Choice Properties to adapt to changes in the retail landscape, including finding new tenants to replace any lost income stream from existing tenants that reduce the amount of physical space they rent from Choice Properties, could adversely affect Choice Properties' operations or financial performance.

REGULATORY COMPLIANCE The Company is subject to a wide variety of laws, regulations and orders across all countries in which it does business, including those laws involving product liability, labour and employment, anti-trust and competition, pharmacy, food safety, intellectual property, privacy, environmental and other matters.

The Company is subject to taxation by various taxation authorities in Canada and a number of foreign jurisdictions. Changes to any of the laws, rules, regulations or policies applicable to the Company's business, including tax laws, minimum wage laws, and laws affecting the production, processing, preparation, distribution, packaging and labelling of food, pharmaceuticals and general merchandise products, could adversely affect the operations, financial condition or performance of the Company.

Failure by the Company to comply with applicable laws, regulations and orders could subject the Company to civil or regulatory actions, investigations or proceedings, including fines, assessments, injunctions, recalls or seizures, which in turn could adversely affect the reputation, operations or financial condition or performance of the Company. In the course of complying with changes to laws, the Company could incur significant costs. Changing laws or interpretations of such laws or enhanced enforcement of existing laws could restrict the Company's operations or profitability and thereby threaten the Company's competitive position and ability to efficiently conduct business.

The Company is subject to tax audits from various tax authorities on an ongoing basis. As a result, from time to time, tax authorities may disagree with the positions and conclusions taken by the Company in its tax filings or legislation could be amended or interpretations of current legislation could change, any of which events could lead to reassessments.

Loblaw is subject to capital requirements from OSFI, the primary regulator of PC Bank. PC Bank's capital management objectives are to maintain a consistently strong capital position while considering the economic risks generated by its credit card receivables portfolio and to meet all regulatory capital requirements as defined by OSFI. PC Bank uses Basel III as its regulatory capital management framework which includes a target common equity Tier 1 capital ratio of 7.0%, a Tier 1 capital ratio of 8.5% and a total capital ratio of 10.5%. In addition to the regulatory capital ratios requirement, PC Bank is subject to the Basel III Leverage ratio and OSFI's Guideline on Liquidity Adequacy Requirements ("LARs"). The LARs guideline establishes standards based on the Basel III framework. PC Bank would be assessed fines and other penalties for non-compliance with these and other regulations. In addition, failure by PC Bank to comply, understand, acknowledge and effectively respond to applicable regulations could result in regulatory intervention and reputational damage.

Choice Properties is currently classified as a "unit trust" and a "mutual fund trust" under the Income Tax Act (Canada). It also qualifies for the Real Estate Investment Trust Exception under the Income Tax Act (Canada) and as such is not subject to specified investment flow-through rules. There can be no assurance that the Canadian federal income tax laws will not be changed in a manner which adversely affects Choice Properties. If Choice Properties ceases to qualify for these and other classifications and exceptions, the taxation of Choice Properties and Unitholders, including the Company, could be materially adversely different in certain respects, which could in turn materially adversely affect the trading price of the Trust Units.

COLLEAGUE ATTRACTION, DEVELOPMENT AND SUCCESSION PLANNING The Company's operations and continued growth are dependent on its ability to hire, retain and develop colleagues, including leaders. Any failure to effectively attract and retain colleagues and leaders, including those with scarce and/or specialized skills, and to establish adequate leadership succession planning, could result in a lack of requisite knowledge, skill and experience. This could erode the Company's competitive position or result in increased costs due to the competition for, or high turn-over of, colleagues. Any of the foregoing could negatively affect the Company's ability to operate its business, which in turn could adversely affect the Company's reputation, operations or financial performance.

ASSET MANAGEMENT Certain significant expenditures, including property taxes, maintenance costs, debt service payments, insurance costs and related charges, must be made throughout the period of ownership of real property, regardless of whether the property is producing sufficient income to pay such expenses. In order to retain desirable rentable space, increase tenant demand and to generate adequate revenue over the long-term, Choice Properties must maintain or, in some cases, improve each property's condition to meet market demand. Property management services, including lease management and facility repairs and maintenance must be executed in a timely and cost-effective manner. Maintaining a rental property in accordance with market standards can entail significant costs, which Choice Properties may not be able to recover from its tenants. All the Loblaw leases contain exclusions on certain operating costs and/or property tax recoveries. In addition, property tax reassessments based on updated appraised values may occur, which Choice Properties may not be able to recover from its tenants. As a result, Choice Properties may bear the economic cost of such operating costs and/or property taxes which may adversely impact the financial condition and results of operations and decrease the amount of cash available for distribution to Unitholders. Numerous factors, including the age of the relevant building, the materials used at the time of construction or currently unknown building code violations could result in substantial unbudgeted costs for refurbishment or modernization. In addition, the timing and amount of capital expenditures may indirectly affect the amount of cash available for distribution to Unitholders. Distributions may be reduced, or even eliminated, at times when Choice Properties deems it necessary to make significant capital or other expenditures.

If the actual costs of maintaining or upgrading a property exceed Choice Properties' estimates, or if hidden defects are discovered during maintenance or upgrading which are not covered by insurance or contractual warranties, additional and unexpected costs may be incurred. If similar properties located in the vicinity of one of the properties in Choice Properties' portfolio are substantially refurbished and the property is not similarly refurbished, the net operating income derived from, and the value of, such property could be reduced. Any failure by Choice Properties to undertake appropriate maintenance and refurbishment work in response to the factors described above could adversely affect the rental income that is earned from such properties. Any such event could have a material adverse effect on Choice Properties' business, cash flows, financial condition or results of operations and its ability to make distributions to Unitholders.

In addition, a failure by Choice Properties to allocate operational capital adequately could negatively impact occupancy levels, attraction of high-quality tenants and lease renewals, which could have a material adverse effect on Choice Properties' operations and financial performance.

COMPETITIVE ENVIRONMENT AND STRATEGY The Company operates in highly competitive industries.

Loblaw competes against a wide variety of retailers including supermarket and retail drug store operators, as well as mass merchandisers, warehouse clubs, online retailers, mail order prescription drug distributors, limited assortment stores, discount stores, convenience stores and specialty stores. Many of these competitors offer a selection of food, drug and general merchandise, while others remain focused on supermarket-type merchandise. In addition, Loblaw is subject to competitive pressures from new entrants into the marketplace and from the expansion or renovation of existing competitors, particularly those expanding into the grocery and retail drug markets and those offering e-commerce retail platforms. Loblaw's loyalty program is a valuable offering to customers and provides a key differentiating marketing tool for the business. The marketing, promotional and other business activities related to Loblaw's loyalty program must be well managed and coordinated to preserve positive customer perception. Loblaw has made significant investments in support of its strategic growth areas of Everyday Digital Retail, Payments and Rewards and Connected Healthcare, which are all subject to competitive pressures. Failure to achieve these or other strategic priorities could adversely affect the Company's financial position and its competitiveness.

Loblaw's inability to effectively predict market activity, leverage customer preferences and spending patterns and respond in a timely manner to trends, or compete effectively with its current or future competitors could result in, among other things, reduced market share and reduced profitability. If Loblaw is ineffective in responding to consumer trends or in executing its strategic plans, its financial performance could be adversely affected. Loblaw's failure to effectively respond to customer trends may adversely impact Loblaw's relationship with its customers. Loblaw closely monitors market developments and market share trends.

Choice Properties competes with other investors, developers, managers and owners of properties in seeking tenants and for the purchase and development of desirable real estate properties. Competitors may have newer or better located properties, greater financial or other resources, or greater operating flexibility than Choice Properties. An increase in the availability of funds for investment or an increase in interest in real estate property investments may increase the competition for real estate property investments, thereby increasing purchase prices and reducing the yield on the investment. Increased competition to lease properties could adversely impact Choice Properties' ability to find suitable tenants at the appropriate rent and may negatively impact the financial performance of Choice Properties.

Failure by Loblaw or Choice Properties to sustain their competitive position could adversely affect the Company's financial performance.

FOOD, DRUG, PRODUCT AND SERVICES SAFETY Loblaw's products may expose it to risks associated with product safety and defects and product handling in relation to the manufacturing, design, packaging and labeling, storage, distribution, and display of products. Loblaw cannot be certain that active management of these risks, including maintaining strict and rigorous controls and processes in its manufacturing facilities and distribution systems, will eliminate all the risks related to food and product safety. Loblaw could be adversely affected in the event of a significant outbreak of food-borne illness or food safety issues, including food tampering or contamination. In addition, failure to trace or locate any contaminated or defective products could affect Loblaw's ability to be effective in a recall situation. Loblaw is also subject to risk associated with the distribution of drug products, errors related to medication dispensing or compounding, injections, patient services or consultation. The occurrence of such events or incidents, as well as any failure to maintain the cleanliness and health standards at Loblaw's store level, could result in harm to customers and negative publicity, could adversely affect the Company's brands, reputation, operations or financial performance and could lead to unforeseen liabilities from legal claims or otherwise.

LABOUR RELATIONS Loblaw's workforce is comprised of both unionized and non-unionized colleagues. With respect to those colleagues that are covered by collective agreements, there can be no assurance as to the outcome of any labour negotiations or the timing of their completion. Renegotiating collective agreements or the failure to successfully renegotiate collective agreements and changes to business operations could result in strikes, work stoppages or business interruptions, and if any of these events were to occur, they could adversely affect the reputation, operations and financial performance of Loblaw and the financial performance of the Company. If non-unionized colleagues become unionized, the terms of the resulting collective agreements would have implications for the affected operations, such as higher labour costs.

ENVIRONMENTAL AND SOCIAL The Company and its operating segments are committed to creating positive environmental and social change by focusing on issues that matter most to the Company's customers, employees, communities and other stakeholders, with a particular focus on combatting climate change and advancing social equity. Any failure or perceived failure to advance the environmental or social priorities of the Company or its stakeholders may negatively affect the Company's reputation, operations or financial performance.

Environmental

The Company and its operating segments face environmental risks that could, directly or indirectly, negatively impact the Company's reputation, operations or performance over the short or long-term.

In particular, the Company and its operating segments are confronted with issues relating to climate change. The Company has the opportunity to make a significant positive impact on the environment. To address this opportunity, the Company and its operating segments are focused on several strategic initiatives, including reducing emissions, food and plastic waste. Federal and provincial governments are also striving to combat climate change, including through the consideration and/or implementation of carbon reduction targets and financial mechanisms to reduce carbon emissions, such as carbon taxes, carbon pricing and caps and trade. In addition to its own initiatives, the Company and its operating segments may be required to make operational changes and/or incur significant financial costs to comply with the various governmental reforms, which may differ across jurisdictions. Additionally, certain global climate change patterns (e.g. rising sea levels, changing rainfall) may impact sourcing of food and food ingredients. Any failure to meet its strategic objectives, adhere to climate change reforms or to adapt to the impacts of climate change, such as failure to reduce emissions, eliminate food and plastic waste or mitigate sourcing and supply chain disruptions, could result in fines or could adversely affect the Company's reputation, operations or financial performance.

The Company and its operating segments maintain a portfolio of real estate and other facilities and are subject to environmental risks associated with the contamination of such properties and facilities, whether by previous owners or occupants, neighbouring properties or by the Company itself. In particular, Loblaw has a number of underground fuel storage tanks, the majority of which are used for its supply chain transport fleets. Contamination resulting from leaks from these tanks is possible. Additional environmental issues relating to matters or sites may require the Company to incur significant additional costs. Loblaw also operates refrigeration equipment in its stores and distribution centres to preserve perishable products as they pass through the supply chain and ultimately to consumers. These systems contain refrigerant gases which could be released if equipment fails or leaks. A release of these gases could have adverse effects on the environment. Failure to properly manage any of these environmental risks could adversely affect the reputation, operations or financial performance of the Company.

Loblaw is subject to legislation that imposes liabilities on retailers, brand owners and importers for costs associated with recycling and disposal of consumer goods packaging and printed materials distributed to consumers. There is a risk that the Company will be subject to increased costs associated with these laws. In addition, the Company could be subject to increased or unexpected costs associated with environmental incidents and the related remediation activities, including litigation and regulatory related costs, all of which could adversely affect the reputation or financial performance of the Company.

Social

The Company and its operating segments face risks associated with social issues and have established certain priorities in response, including achieving adequate representation of traditionally under-represented groups in management positions and the colleague population as a whole, building a culture of inclusion and investing in communities, particularly by supporting women's and children's health. In the event that the Company is not perceived to have robust diversity and inclusion programs, its ability to attract, develop and retain colleagues could be compromised. The Company recognizes its responsibility to respect and protect the human rights of all people who support and intersect with the business, and is committed to not tolerating abuse, discrimination or harassment in any form. Ineffective action or inaction in response to social matters, including a failure or perceived failure to adequately address its priorities, could adversely affect the Company's reputation or financial performance.

BUSINESS CONTINUITY The Company's ability to continue critical operations and processes could be negatively impacted by adverse events resulting from various incidents, including severe weather, work stoppages, prolonged IT systems failure, terrorist activity, power failures, border closures or a pandemic or other national or international catastrophe. The Company has business continuity plans in place to manage any such events. Despite this, ineffective contingency planning, business interruptions, crises or potential disasters could adversely affect the reputation, operations or financial performance of the Company.

LEGAL PROCEEDINGS In the ordinary course of business, the Company is involved in and potentially subject to legal proceedings. The proceedings may involve suppliers, customers, patients, Associates, franchisees, regulators, tax authorities or other persons. The potential outcome of legal proceedings and claims is uncertain.

Shoppers Drug Mart was previously served with an Amended Statement of Claim in a class action proceeding that has been filed in the Ontario Superior Court of Justice ("Superior Court") by licensed Associates, claiming various declarations and damages resulting from Shoppers Drug Mart's alleged breaches of the Associate Agreement. The class action comprises all of Shoppers Drug Mart's current and former licensed Associates residing in Canada, other than in Québec, who were parties to Shoppers Drug Mart's 2002 and 2010 forms of the Associate Agreement. On July 9, 2013, the Superior Court certified as a class proceeding portions of the action. A summary judgment trial of the matter was held in December 2022 and on February 17, 2023, the Superior Court released its decision in relation to those summary judgment motions (the "Decision"). The Superior Court dismissed the plaintiffs' claims on the majority of the issues including a request for damages at this stage of proceedings. The Superior Court also held that Shoppers Drug Mart breached the 2002 form of Associate Agreement when it did not remit certain amounts that it received from generic drug manufacturers to Associates. On March 20, 2023, the plaintiffs filed a Notice of Appeal and on April 4, 2023, Loblaw filed a Notice of Cross-Appeal. A hearing for the appeals was held on February 14, 2024 and on February 15, 2024. On August 29, 2024, the Court of Appeal dismissed both the appeal and cross appeal, with the exception that the plaintiff's appeal was allowed to correct the amount Shoppers Drug Mart received in professional allowances during the class period. Accordingly, Loblaw has not recorded any amounts related to the potential liability associated with this lawsuit. Loblaw does not believe that the ultimate resolution of this matter will have a material adverse impact on its financial condition or prospects.

In 2017, the Company and Loblaw announced actions taken to address their role in an industry-wide price-fixing arrangement involving certain packaged bread products. The arrangement involved the coordination of retail and wholesale prices of certain packaged bread products over a period extending from late 2001 to March 2015. Under the arrangement, the participants regularly increased prices on a coordinated basis. Class action lawsuits were commenced against the Company and Loblaw as well as a number of other major grocery retailers and another bread wholesaler. On July 24, 2024, the Company and Loblaw entered into binding Minutes of Settlement and on January 31, 2025, the Company and Loblaw entered into a Settlement Agreement with the lawyers representing consumers to settle those class action lawsuits for $500 million. The Company and Loblaw will each pay for a portion of the settlement, with the Company paying $247 million and Loblaw paying $253 million. Loblaw will receive credit for the $96 million it previously paid to customers in the form of Loblaw cards, resulting in it being required to pay $157 million in cash towards the settlement. The Settlement Agreement is subject to the approval of the courts. In December 2019, a proposed class action on behalf of independent distributors was commenced against the Company (the "ID Class Action"). It is too early to predict the outcome of the ID Class Action but the Company does not believe that the ultimate resolution of such legal proceeding will have a material adverse impact on its financial condition or prospects. As a result of admission of participation in the arrangement and cooperation in the Competition Bureau's investigation, the Company and Loblaw will not face criminal charges or penalties. In response to such class action lawsuits, certain major grocery retailers have crossclaimed against the Company and Loblaw, and the Company and Loblaw believe such crossclaims are without merit.

In August 2018, the Province of British Columbia filed a class action against numerous opioid manufacturers and distributors, including Loblaw and its subsidiaries, Shoppers Drug Mart Inc. and Sanis Health Inc. The claim contains allegations of breach of the Competition Act, fraudulent misrepresentation and deceit and negligence, and seeks unquantified damages for the expenses incurred by the federal government, provinces, and territories of Canada in paying for opioid prescriptions and other healthcare costs related to opioid addiction and abuse in Canada. During the second quarter of 2021, the claim against Loblaw Companies Limited was discontinued. In May 2019, two further opioid-related class actions were commenced in each of Ontario and Quebec against a large group of defendants, including Sanis Health Inc. In February 2022, the plaintiff and Sanis Health Inc. agreed to settle the Quebec action for a nominal amount, with no admission of liability and for the express purpose of avoiding the delays, disruption, and expenses associated with the litigation. The settlement has been approved by the court and is now final. On December 12, 2024, the Ontario action was dismissed against Sanis Health Inc., with costs. In December 2019, a further opioid-related class action was commenced in British Columbia against a large group of defendants, including Sanis Health Inc., Shoppers Drug Mart Inc. and Loblaw. The allegations in the civil British Columbia class action are similar to the allegations against manufacturer defendants in the Province of British Columbia class action, except that the December 2019 claim seeks recovery of damages on behalf of opioid users directly. In April 2021, Loblaw, Shoppers Drug Mart Inc. and Sanis Health Inc. were served with another opioid-related class action that was started in Alberta against multiple defendants. The claim seeks damages on behalf of municipalities and local governments in relation to public safety, social service, and criminal justice costs allegedly incurred due to the opioid crisis. In September 2021, Loblaw, Shoppers Drug Mart Inc. and Sanis Health Inc. were served with a class action started in Saskatchewan by Peter Ballantyne Cree Nation and Lac La Ronge Indian Band on behalf of all Indigenous, Metis, First Nation and Inuit communities and governments in Canada to recover costs they have incurred as a result of the opioid crisis, including healthcare costs, policing costs and societal costs. In October 2024, the claim was discontinued against Shoppers Drug Mart Inc. In January 2024, Shoppers Drug Mart Inc. was served with a second class action in Saskatchewan started by Lac La Ronge Indian Band. The case is brought on behalf of Band members and is claiming damages relating to abatement costs, the diversion of financial and other resources, the reduction in the value of the reserve lands and interests, and lost tax revenues. Shoppers Drug Mart Inc. is being sued as a representative of an international defendant subclass of opioid "dealers" and Sanis Health Inc. is a proposed supplier class member. Loblaw believes these proceedings are without merit and is vigorously defending them. Loblaw does not currently have any significant accruals or provisions for these matters recorded in the consolidated financial statements.

In 2022, the Tax Court released a decision relating to PC Bank, a subsidiary of Loblaw. The Tax Court ruled that PC Bank is not entitled to claim notional input tax credits for certain payments it made to Loblaws Inc. in respect of redemptions of loyalty points. PC Bank subsequently filed a Notice of Appeal with the FCA and in March 2024, the matter was heard by the FCA. In the third quarter of 2024, the FCA released its decision and reversed the decision of the Tax Court. As a result, PC Bank reversed charges of $155 million, including $111 million initially recorded in 2022. In addition, $10 million was recorded related to interest income on cash tax refunds. Certain taxation years subsequent to the periods covered by the FCA decision remain under review by the tax authorities.

CHANGE MANAGEMENT, PROCESS AND EFFICIENCY Many initiatives are underway to reduce the complexity and cost of the Company's business operations, ensuring a low cost operating structure that allows for continued investments in the Company's strategic growth areas. These efforts include initiatives focused on improving processes and generating efficiencies across the Company's administrative, store and distribution network infrastructures. The success of these initiatives is dependent on effective leadership and realizing intended benefits. Ineffective change management could result in a lack of integrated processes and procedures, unclear accountabilities and decision-making rights, decreased colleague engagement, ineffective communication and training or a lack of requisite knowledge. Any of the foregoing could disrupt operations, increase the risk of customer dissatisfaction, adversely affect the Company's reputation or financial performance or adversely affect the ability of the Company to implement and achieve its long-term strategic objectives.

FRANCHISEE RELATIONSHIPS Loblaw has entered into agreements with third party franchisees that permit the franchisees to own and operate retail stores in accordance with prescribed procedures and standards. A substantial portion of Loblaw's revenues and earnings comes from amounts paid by franchisees in connection with their store operations and leased property. Franchisees are independent operators and their operations may be negatively affected by factors beyond Loblaw's control. If franchisees do not operate their stores in accordance with Loblaw's standards or otherwise in accordance with good business practices, franchisee fees and rent paid to Loblaw could be negatively affected, which in turn could adversely affect the Company's reputation, operations or financial performance. In addition, the Company's reputation could be harmed if a significant number of franchisees were to experience operational failures, health and safety exposures or were unable to pay Loblaw for products, fees or rent.

Loblaw's franchise system is also subject to franchise legislation enacted by a number of provinces. Any new legislation or failure to comply with existing legislation could adversely affect operations and could add administrative costs and burdens, any of which could affect Loblaw's relationship with its franchisees.

Supply chain or system changes by Loblaw could cause or be perceived to cause disruptions to franchised store operations and could result in negative effects on the financial performance of franchisees. Relationships with franchisees could pose significant risks if they are disrupted, which could adversely affect the reputation, operations or financial performance of the Company.

SERVICE PROVIDERS The Company has a wide range of key business relationships with third parties including vendors, suppliers, distributors and contractors. The Company relies on vendors, including offshore vendors in both mature and developing markets, to provide the Company with goods and services. Offshore sourcing increases certain risks to the Company, including risks associated with food safety and general merchandise product defects, non-compliance with ethical and safe business practices and inadequate supply of products. The Company has no direct influence over how vendors are managed. Negative events affecting vendors or inefficient, ineffective or incomplete vendor management strategies, policies and/or procedures, including those related to ethical sourcing, could adversely impact the Company's reputation and impair the Company's ability to meet customer needs or control costs and quality, which could adversely affect the reputation, operations or financial performance of the Company.

Loblaw relies on service providers including transport carriers or other delivery service providers, logistic service providers and operators of warehouses and distribution facilities. Ineffective selection, contractual terms or relationship management could impact Loblaw's ability to source products (both national brand and control brand products), to have products available for customers, to market to customers or to operate efficiently and effectively. Disruption in services from suppliers could interrupt the delivery of merchandise to stores or customers, which in turn could adversely affect the operations or financial performance of the Company.

PC Bank uses third party service providers to process credit card transactions, operate call centres and operationalize certain risk management strategies for the PC® Mastercard® and *PC Money* Account. A significant disruption in the services provided by third party service providers could adversely affect the financial performance of PC Bank and the Company.

The Company has outsourced certain administrative functions of its business to service providers including account payments, payroll services, IT support, investment management and custodial relationships, and benefit plan administration. Any disruption in the services provided by these suppliers could adversely affect the return on these assets or liquidity of the Company.

EXECUTION OF STRATEGIC INITIATIVES The Company undertakes from time to time acquisitions and dispositions that meet its strategic objectives. The Company holds cash and short-term investments and is continuing to evaluate strategic opportunities for the use or deployment of these funds. The use or deployment of the funds and the execution of the Company's capital plans could pose a risk if they do not align with the Company's strategic objectives or if the Company experiences integration difficulties on the acquisition of any businesses. Execution of the strategic plan requires prudent operational planning, availability and attention of key personnel, timely implementation and effective change management. In addition, the Company may not be able to realize upon the synergies, business opportunities and growth prospects expected from any such investment opportunities or from the execution of the Company's strategies. Finally, any acquisition or divestiture activities may present unanticipated costs and managerial and operational risks, including the diversion of management's time and attention from day-to-day activities. If the Company's strategies are not effectively developed and executed, it could negatively affect the reputation, operations or financial performance of the Company.

8.2 Financial Risks and Risk Management

FINANCIAL RISKS The Company is exposed to a number of financial risks, including those associated with financial instruments, which have the potential to affect its operating and financial performance. The Company uses OTC derivative instruments to offset certain of these risks. Policies and guidelines prohibit the use of any derivative instrument for trading or speculative purposes. The fair value of derivative instruments is subject to changing market conditions which could adversely affect the financial performance of the Company.

The following is a summary of the Company's financial risks which are discussed in detail below:

Liquidity	Trust Unit Prices
Commodity Prices	Interest Rates
Currency Exchange Rates	Credit Ratings
Credit	

LIQUIDITY Liquidity risk is the risk that the Company is unable to generate or obtain sufficient cash or its equivalents in a cost effective manner to fund its obligations as they come due. The Company is exposed to liquidity risk through, among other areas, PC Bank, which requires a reliable source of funding for its credit card business. PC Bank relies on its securitization programs, demand deposits from customers and the acceptance of GIC deposits to fund the receivables of its credit cards. The Company would experience liquidity risks if it fails to maintain appropriate levels of cash and short-term investments, is unable to access sources of funding or fails to appropriately diversify sources of funding. If any of these events were to occur, they could adversely affect the financial performance of the Company.

Liquidity risk is mitigated by maintaining appropriate levels of cash and cash equivalents and short-term investments, actively monitoring market conditions, and by diversifying sources of funding, including the Company's committed credit facilities, and maintaining a well-diversified maturity profile of debt and capital obligations.

COMMODITY PRICES Loblaw is exposed to increases in the prices of commodities in operating its stores and distribution networks, as well as to the indirect effect of changing commodity prices on the price of consumer products. Rising commodity prices could adversely affect the financial performance of Loblaw. To manage a portion of this exposure, Loblaw uses purchase commitments and derivative instruments in the form of exchange traded futures contracts and forward contracts to minimize cost volatility related to commodities.

CURRENCY EXCHANGE RATES The Company is exposed to foreign currency exchange rate variability, primarily on its U.S. dollar denominated purchases in trade payables and other liabilities. A depreciating Canadian dollar relative to the U.S. dollar will have a negative impact on year-over-year changes in reported operating income and net earnings, while an appreciating Canadian dollar relative to the U.S. dollar will have the opposite impact. To manage a portion of this exposure, the Company uses derivative instruments in the form of futures contracts and forward contracts to minimize cost volatility related to foreign exchange.

CREDIT The Company is exposed to credit risk resulting from the possibility that counterparties could default on their financial obligations to the Company, including derivative instruments, cash and cash equivalents, short-term investments, security deposits, PC Bank's credit card receivables, Loblaw's finance lease receivable, pension assets held in the Company's defined benefit plans and Loblaw's accounts receivable, including amounts due from government and third-party drug plans arising from prescription drug sales, independent accounts and amounts owed from vendors. Failure to manage credit risk could adversely affect the financial performance of the Company.

The risk related to derivative instruments, cash and cash equivalents, short-term investments and security deposits is reduced by policies and guidelines that require that the Company enters into transactions only with counterparties or issuers that have a minimum long-term "A-" credit rating from a recognized credit rating agency and place minimum and maximum limits for exposures to specific counterparties and instruments.

Choice Properties mitigates the risk of credit loss relating to rent receivables by evaluating the creditworthiness of new tenants, obtaining security deposits wherever permitted by legislation, ensuring its tenant mix is diversified and limiting its exposure to any one tenant, except Loblaw. Choice Properties establishes an allowance for expected credit losses with respect to rent receivables. The allowance is determined on a tenant-by-tenant basis based on the specific factors related to the tenant.

PC Bank manages its credit card receivable risk by employing stringent credit scoring techniques, actively monitoring the credit card portfolio and reviewing techniques and technology that can improve the effectiveness of the collection process. In addition, these receivables are dispersed among a large, diversified group of credit card customers.

Loblaw's finance lease receivable and Loblaw's accounts receivable, including amounts due from governments and third-party drug plans arising from prescription drug sales, independent accounts and amounts owed from vendors and tenants, are actively monitored on an ongoing basis and settled on a frequent basis in accordance with the terms specified in the applicable agreements.

Despite the mitigation strategies described above, it is possible that the Company's financial performance could be negatively impacted by the failure of a counterparty to fulfill its obligations.

TRUST UNIT PRICES The Company is exposed to market price risk from Choice Properties' Trust Units that are held by Unitholders other than the Company. These Trust Units are presented as a liability on the Company's consolidated balance sheets as they are redeemable for cash at the option of the holders. The liability is recorded at fair value at each reporting period based on the market price of Trust Units. The change in the fair value of the liability negatively impacts net earnings when the Trust Unit price increases and positively impacts net earnings when the Trust Unit price declines.

INTEREST RATES The Company is exposed to interest rate risk from fluctuations in interest rates on its floating rate debt and from the refinancing of existing financial instruments. An increase in interest rates could adversely affect the operations or financial performance of the Company. The Company manages interest rate risk by monitoring the respective mix of fixed and floating rate debt and by taking action as necessary to maintain an appropriate balance considering current market conditions, with the objective of maintaining the majority of its debt at fixed interest rates.

CREDIT RATINGS Credit ratings assigned to the Company and any of its securities may be changed at any time based on the judgment of the credit rating agencies and may also be impacted by a change in the credit rating of Loblaw, Choice Properties and their respective affiliates. In addition, the Company, Loblaw, Choice Properties and their respective affiliates may incur additional indebtedness in the future, which could impact current and future credit ratings. A reduction in credit ratings could materially adversely affect the market value of the Company's outstanding securities and the Company's access to and cost of financing.

9. Related Party Transactions

Galen G. Weston beneficially owns or controls, directly and indirectly, including through Wittington, a total of 76,697,812 of GWL's common shares, representing approximately 59.0% of GWL's outstanding common shares (2023 – 58.0%).

Transactions between the Company and its consolidated entities have been eliminated on consolidation and are not disclosed below.

In 2023, inventory purchases from Associated British Foods plc, a related party during 2023 by virtue of a common director of such entity's parent company and GWL's parent company, amounted to $41 million. Associated British Foods plc was not a related party of the Company during 2024.

VENTURE FUNDS During 2020, GWL, Loblaw and a wholly owned subsidiary of Wittington became limited partners in a limited partnership formed by Wittington ("Venture Fund I"). A wholly owned subsidiary of Wittington is the general partner of Venture Fund I, which hired an external fund manager to oversee it. The purpose of Venture Fund I is to pursue venture capital investing in innovative businesses that are in technology-oriented companies at all stages of the start-up life cycle that operate in commerce, healthcare, and food sectors and are based in North America. Each of the three limited partners have a 33% interest in Venture Fund I. The Company has a consolidated capital commitment of $66 million over a 10-year period.

During 2022, Loblaw became a limited partner in another limited partnership formed by Wittington ("Venture Fund II"). A wholly owned subsidiary of Wittington is also the general partner of Venture Fund II, and the purpose of Venture Fund II is consistent with Venture Fund I. Loblaw has a 50% interest in Venture Fund II and has a total capital commitment of $60 million over a 10-year period.

CO-INVESTMENT During 2024, GWL and two Wittington subsidiaries co-invested $14 million ($10 million USD) in a third-party company, of which the Company contributed $6 million ($4 million USD).

POST-EMPLOYMENT BENEFIT PLANS The Company sponsors a number of post-employment plans, which are related parties. Contributions made by the Company to these plans are disclosed in the notes to the consolidated financial statements.

INCOME TAX MATTERS From time to time, the Company and Wittington may enter into agreements to make elections that are permitted or required under applicable income tax legislation with respect to affiliated corporations.

COMPENSATION OF KEY MANAGEMENT PERSONNEL The Company's key management personnel is comprised of certain members of the executive teams of GWL, Loblaw and Wittington, as well as members of the Boards of GWL, Loblaw and Wittington to the extent that they have the authority and responsibility for planning, directing and controlling the day-to-day activities of the Company.

Annual compensation of key management personnel that is directly attributable to the Company was as follows:

($ millions)		**2024**		2023[i]
Salaries, director fees and other short-term employee benefits	**$**	**15**	$	17
Equity-based compensation		**12**		13
Total compensation	**$**	**27**	$	30

(i) Certain comparative figures have been restated to conform with current year presentation.

10. Critical Accounting Estimates and Judgments

The preparation of the consolidated financial statements requires management to make estimates and judgments in applying the Company's accounting policies that affect the reported amounts and disclosures made in the consolidated financial statements and accompanying notes.

Within the context of this MD&A, a judgment is a decision made by management in respect of the application of an accounting policy, a recognized or unrecognized financial statement amount and/or note disclosure, following an analysis of relevant information that may include estimates and assumptions. Estimates and assumptions are used mainly in determining the measurement of balances recognized or disclosed in the consolidated financial statements and are based on a set of underlying data that may include management's historical experience, knowledge of current events and conditions and other factors that are believed to be reasonable under the circumstances. Management continually evaluates the estimates and judgments it uses.

The following are the accounting policies subject to judgments and key estimation uncertainty that the Company believes could have the most significant impact on the amounts recognized in the consolidated financial statements.

BASIS OF CONSOLIDATION

Judgments Made in Relation to Accounting Policies Applied The Company uses judgment in determining the entities that it controls and therefore consolidates. The Company controls an entity when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entity's returns. The Company consolidates all of its wholly owned subsidiaries. Judgment is applied in determining whether the Company controls the entities in which it does not have ownership rights or does not have full ownership rights. Most often, judgment involves reviewing contractual rights to determine if rights are participating (giving power over the entity) or protective rights (protecting the Company's interest without giving it power).

INVENTORIES

Key Estimations Inventories are carried at the lower of cost and net realizable value which requires the Company to utilize estimates related to fluctuations in shrink, future retail prices, the impact of vendor rebates on cost, seasonality and costs necessary to sell the inventory.

IMPAIRMENT OF NON-FINANCIAL ASSETS (GOODWILL, INTANGIBLE ASSETS, FIXED ASSETS AND RIGHT-OF-USE ASSETS)

Judgments Made in Relation to Accounting Policies Applied The Company uses judgment in determining cash generating units ("CGUs") for the purpose of testing fixed assets, right-of-use assets and intangible assets for impairment. Judgment is also used to determine the goodwill CGUs for the purpose of testing goodwill for impairment. The Company has determined that each retail location is a separate CGU. Intangible assets are allocated to the CGUs (or groups of CGUs) to which they relate. Goodwill is allocated to CGUs (or groups of CGUs) based on the level at which management monitors goodwill, which cannot be higher than an operating segment. The allocation of goodwill is made to CGUs (or groups of CGUs) that are expected to benefit from the synergies and future growth of the business combination from which they arose. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed. In applying this judgment management considers profitability of the CGU and other qualitative factors.

Key Estimations In determining the recoverable amount of a CGU or a group of CGUs, various estimates are employed. The Company determines fair value less costs to sell using such estimates as market rental rates for comparable properties, discount rates and capitalization rates. The Company determines value in use by using estimates including projected future sales and earnings, and discount rates consistent with external industry information reflecting the risk associated with the specific cash flows.

IMPAIRMENT OF CREDIT CARD RECEIVABLES

Judgments Made in Relation to Accounting Policies Applied and Key Estimations In each stage of the expected credit loss ("ECL") model, impairment is determined based on the probability of default, loss given default, and expected exposures at default on drawn and undrawn exposures on credit card receivables. The application of the ECL model requires management to apply the following significant judgments, assumptions and estimations:

- Movement of impairment measurement between the three stages of the ECL model, based on the assessment of the increase in credit risks on credit card receivables. The assessment of changes in credit risks includes qualitative and quantitative factors of the accounts, such as historical credit loss experience and external credit scores;
- Thresholds for significant increase in credit risk based on changes in probability of default over the expected life of the instrument relative to initial recognition; and
- Forecasts of future economic conditions, namely the unemployment rate. Management uses an average of unemployment rate forecasts published by major Canadian Chartered Banks and the Conference Board of Canada to establish the base case scenario and other representative ranges of possible forecast scenarios.

CUSTOMER LOYALTY AWARDS PROGRAM

Key Estimations The Company defers revenue at the time the award is earned by members based on the relative fair value of the award. The relative fair value is determined by allocating consideration between the fair value of the loyalty awards earned by loyalty program members, net of breakage, and the goods and services on which the awards were earned, based on their relative stand-alone selling price. The estimated fair value per point for the *PC Optimum* loyalty program is determined based on the program reward schedule and is $1 for every 1,000 points earned. The breakage rate of the program is an estimate of the amount of points that will never be redeemed. The rate is reviewed on an ongoing basis and is estimated utilizing historical redemption activity and anticipated earn and redeem behaviour of members. In 2024, Loblaw recorded a charge of $129 million. This charge represents the revaluation of the loyalty liability for outstanding points.

FAIR VALUE OF INCOME PRODUCING PROPERTIES

Key Estimations The fair value of income producing properties is dependent on significant assumptions related to discount rates and terminal capitalization rates, and other assumptions related to the future cash flows over the holding period. The review of future cash flows involves assumptions relating to market rents, as well as current leasing and/or development activity, renewal probability, downtime on lease expiry, vacancy allowances, and expected maintenance costs. In addition to reviewing future cash flows, management assesses changes in the business climate and other factors, which may affect the ultimate value of the property. These assumptions may not ultimately be achieved.

INCOME AND OTHER TAXES

Judgments Made in Relation to Accounting Policies Applied The calculation of current and deferred income taxes requires management to make certain judgments including expectations about future operating results, the timing and reversal of temporary differences, and the interpretation of tax rules in jurisdictions where the Company performs activities. Where the amount of tax payable or recoverable is uncertain, the Company establishes provisions based on the most likely amount of the liability or recovery.

PROVISIONS

Judgments Made in Relation to Accounting Policies Applied and Key Estimations The recording of provisions requires management to make certain judgments regarding whether there is a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and if a reliable estimate of the amount of the obligation can be made. The Company has recorded provisions primarily in respect of self-insurance and legal claims. The Company reviews the merits, risks and uncertainties of each provision, based on current information, and the amount expected to be required to settle the obligation. Provisions are reviewed on an ongoing basis and are adjusted accordingly when new facts and events become known to the Company.

LEASES

Judgments Made in Relation to Accounting Policies Applied Management exercises judgment in determining the appropriate lease term on a lease by lease basis. Management considers all facts and circumstances that create an economic incentive to exercise a renewal option or to not exercise a termination option including investments in major leaseholds, store performances, past business practice and the length of time remaining before the option is exercisable. The periods covered by renewal options are only included in the lease term if management is reasonably certain to renew. Management considers reasonably certain to be a high threshold. Changes in the economic environment or changes in the retail industry may impact management's assessment of lease terms, and any changes in management's estimate of lease terms may have a material impact on the Company's consolidated balance sheets and statements of earnings.

Key Estimations In determining the carrying amount of right-of-use assets and lease liabilities, the Company is required to estimate the incremental borrowing rate specific to each leased asset or portfolio of leased assets if the interest rate implicit in the lease is not readily determined. Management determines the incremental borrowing rate using a base risk-free interest rate estimated by reference to the Government of Canada bond yield with an adjustment that reflects the Company's credit rating, the security, lease term and value of the underlying leased asset, and the economic environment in which the leased asset operates. The incremental borrowing rates are subject to change due to changes in the business and macroeconomic environment.

11. IFRS Accounting Standards and Amendments

Amendments to IFRS 9 and IFRS 7 In May 2024, amendments to IFRS 9, "Financial Instruments" ("IFRS 9") and IFRS 7, "Financial Instruments: Disclosures" ("IFRS 7") were issued. The amendments clarify the timing of recognition and derecognition for a financial asset or financial liability, including clarifying that a financial liability is derecognized on the settlement date. In addition to these clarifications, the amendments introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date, if specific conditions are met. Also included in the amendments, are clarifications regarding the classification of financial assets, including those with features linked to environmental, social and corporate governance. Under the amendments, additional disclosures are required for financial instruments with contingent features and investments in equity instruments classified at fair value through other comprehensive income. These amendments are effective for annual reporting periods beginning on or after January 1, 2026. Early adoption is permitted, with an option to early adopt only the amendments to the classification of financial assets. The adoption is not expected to have a material impact on the Company's consolidated financial statements.

Amendments to IFRS 9 and IFRS 7 In December 2024, amendments to IFRS 9 and IFRS 7 were issued to enhance the transparency of nature-dependent electricity contracts. The amendments allow a company to apply an own-use exemption to certain power purchase agreements if certain requirements are met. The amendments require further disclosure where an own-use exemption is applied regarding the contractual features exposing the company to variability in electricity volume and risk of oversupply, unrecognized contractual commitments and the effect of the contracts on an entity's financial performance. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. The Company is currently assessing the impact of these amendments.

IFRS 18 In April 2024, IFRS 18, "Presentation and Disclosure in Financial Statements" was issued to achieve comparability of the financial performance of similar entities. The standard, which replaces IAS 1 "Presentation of Financial Statements", impacts the presentation of primary financial statements and notes, including the statement of earnings where companies will be required to present separate categories of income and expense for operating, investing, and financing activities with prescribed subtotals for each new category. The standard will also require management-defined performance measures to be explained and included in a separate note within the consolidated financial statements. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements, and requires retrospective application. The Company is currently assessing the impact of the new standard.

12. Outlook[2]

For 2025, the Company expects adjusted net earnings[1] to increase due to the results from its operating segments, and to use excess cash to repurchase shares.

Loblaw Loblaw will remain focused on retail excellence while advancing its growth initiatives with the goal of delivering consistent operational and financial results in 2025. Loblaw's businesses remain well positioned to meet the everyday needs of Canadians.

In 2025, Loblaw's results will include the impact of a 53rd week, which is expected to benefit adjusted net earnings per common share[1] growth by approximately 2%. On a full-year comparative basis, excluding the impact of the 53rd week, Loblaw expects:

- its retail business to grow earnings faster than sales;
- adjusted net earnings per common share[1] growth in the high single-digits;
- to continue investing in its store network and distribution centres by investing a net amount of $1.9 billion in capital expenditures, which reflects gross capital investments of approximately $2.2 billion, net of approximately $300 million of proceeds from property disposals; and
- to return capital to shareholders by allocating a significant portion of free cash flow to share repurchases.

Choice Properties Choice Properties is focused on capital preservation, delivering stable and growing cash flows and net asset value appreciation. Its high-quality portfolio is primarily leased to necessity-based tenants and logistics providers, who are less sensitive to economic volatility and therefore provide stability to its overall portfolio. Choice Properties will continue to advance its development program, with a focus on commercial developments, which provides the best opportunity to add high-quality real estate to its portfolio at a reasonable cost and drive net asset value appreciation over time.

Choice Properties is confident that its business model, stable tenant base, strong balance sheet and disciplined approach to financial management will continue to benefit its operations. In 2025, Choice Properties is targeting:

- stable occupancy across the portfolio, resulting in approximately 2% - 3% year-over-year growth in Same-Asset NOI, cash basis[i];
- annual FFO[1] per unit diluted[i] in a range of $1.05 to $1.06, reflecting approximately 2% - 3% year-over-year growth; and
- strong leverage metrics, targeting Adjusted Debt to EBITDAFV[i] below 7.5x.

(i) For more information on these measures see the 2024 Annual Report filed by Choice Properties, which is available on www.sedarplus.ca or at www.choicereit.ca.

13. Non-GAAP and Other Financial Measures

The Company uses non-GAAP and other financial measures and ratios in this document, such as: adjusted EBITDA and adjusted EBITDA margin, adjusted net earnings attributable to shareholders of the Company, adjusted net earnings available to common shareholders of the Company, adjusted diluted net earnings per common share, effect of consolidation, adjusted return on average equity attributable to common shareholders of the Company, adjusted return on capital, GWL Corporate free cash flow, free cash flow and Choice Properties Funds from Operations, among others. In addition to these items, the following measures are used by management in calculating adjusted diluted net earnings per common share: adjusted operating income, adjusted net interest expense and other financing charges, adjusted earnings before income taxes, adjusted income taxes and adjusted effective tax rate. The Company believes these non-GAAP and other financial measures provide useful information to both management and investors with regard to accurately assessing the Company's financial performance and financial condition for the reasons outlined below.

Further, certain non-GAAP measures and other financial measures of Loblaw and Choice Properties are included in this document. For more information on these measures, refer to the materials filed by Loblaw and Choice Properties, which are available on www.sedarplus.ca or at www.loblaw.ca or www.choicereit.ca, respectively.

Management uses these and other non-GAAP and other financial measures to exclude the impact of certain expenses and income that must be recognized under GAAP when analyzing underlying consolidated and segment operating performance, as the excluded items are not necessarily reflective of the Company's underlying operating performance and make comparisons of underlying financial performance between periods difficult. The Company adjusts for these items if it believes doing so would result in a more effective analysis of underlying operating performance. The exclusion of certain items does not imply that they are non-recurring.

These measures do not have a standardized meaning prescribed by GAAP and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies, and should not be construed as an alternative to other financial measures determined in accordance with GAAP.

ADJUSTED EBITDA The Company believes adjusted EBITDA is useful in assessing and making decisions regarding the underlying operating performance of the Company's ongoing operations and in assessing the Company's ability to generate cash flows to fund its cash requirements, including its capital investment program.

The following table reconciles adjusted EBITDA to operating income, which is reconciled to GAAP net earnings attributable to shareholders of the Company reported for the periods ended as indicated.

	Quarters Ended									
	Dec. 31, 2024					Dec. 31, 2023				
($ millions)	**Loblaw**	**Choice Properties**	**Effect of consol-idation**	**GWL Corporate**	**Consolidated**	Loblaw	Choice Properties	Effect of consol-idation	GWL Corporate	Consolidated
Net earnings (loss) attributable to shareholders of the Company					**$ 674**					$ (28)
Add (deduct) impact of the following:										
Non-controlling interests					**223**					275
Income taxes					**210**					169
Net interest (income) expense and other financing charges					**(115)**					660
Operating income	**$ 850**	**$ 224**	**$ (83)**	**$ 1**	**$ 992**	$ 941	$ 191	$ (45)	$ (11)	$ 1,076
Add (deduct) impact of the following:										
PC Optimum loyalty program	**$ 129**	**$ —**	**$ —**	**$ —**	**$ 129**	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**115**	**—**	**—**	**—**	**115**	115	—	—	—	115
Fair value adjustment of investment in real estate securities	**—**	**36**	**—**	**—**	**36**	—	(27)	—	—	(27)
Fair value write-down related to sale of *Wellwise*	**23**	**—**	**—**	**—**	**23**	—	—	—	—	—
Fair value adjustment on investment properties	**—**	**(14)**	**35**	**—**	**21**	—	74	(40)	—	34
Fair value adjustment on non-operating properties	**3**	**—**	**—**	**—**	**3**	9	—	—	—	9
Gain on sale of non-operating properties	**(3)**	**—**	**—**	**—**	**(3)**	—	—	(1)	—	(1)
Fair value adjustment of derivatives	**—**	**—**	**—**	**—**	**—**	14	—	—	—	14
Recovery related to PC Bank commodity tax matter	**—**	**—**	**—**	**—**	**—**	(13)	—	—	—	(13)
Adjusting items	**$ 267**	**$ 22**	**$ 35**	**$ —**	**$ 324**	$ 125	$ 47	$ (41)	$ —	$ 131
Adjusted operating income	**$ 1,117**	**$ 246**	**$ (48)**	**$ 1**	**$ 1,316**	$ 1,066	$ 238	$ (86)	$ (11)	$ 1,207
Depreciation and amortization excluding the impact of the above adjustment[(i)]	**579**	**1**	**(82)**	**—**	**498**	565	—	(78)	—	487
Adjusted EBITDA	**$ 1,696**	**$ 247**	**$ (130)**	**$ 1**	**$ 1,814**	$ 1,631	$ 238	$ (164)	$ (11)	$ 1,694

(i) Depreciation and amortization for the calculation of adjusted EBITDA excludes amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark, recorded by Loblaw.

	Years Ended									
	Dec. 31, 2024					Dec. 31, 2023				
($ millions)	**Loblaw**	**Choice Properties**	**Effect of consol-idation**	**GWL Corporate**	**Consolidated**	Loblaw	Choice Properties	Effect of consol-idation	GWL Corporate	Consolidated
Net earnings attributable to shareholders of the Company					**$ 1,359**					$ 1,540
Add impact of the following:										
Non-controlling interests					**1,137**					1,085
Income taxes					**908**					849
Net interest expense and other financing charges					**972**					889
Operating income	**$ 3,894**	**$ 1,080**	**$ (320)**	**$ (278)**	**$ 4,376**	$ 3,696	$ 1,001	$ (284)	$ (50)	$ 4,363
Add (deduct) impact of the following:										
PC Optimum loyalty program	**$ 129**	**$ —**	**$ —**	**$ —**	**$ 129**	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**499**	**—**	**—**	**—**	**499**	499	—	—	—	499
Fair value adjustment of investment in real estate securities	**—**	**36**	**—**	**—**	**36**	—	64	—	—	64
Fair value write-down related to sale of *Wellwise*	**23**	**—**	**—**	**—**	**23**	—	—	—	—	—
Fair value adjustment on investment properties	**—**	**(116)**	**121**	**—**	**5**	—	(128)	93	—	(35)
Fair value adjustment on non-operating properties	**3**	**—**	**—**	**—**	**3**	9	—	—	—	9
Gain on sale of non-operating properties	**(3)**	**—**	**—**	**—**	**(3)**	(12)	—	(8)	—	(20)
Fair value adjustment of derivatives	**(5)**	**—**	**—**	**—**	**(5)**	16	—	—	—	16
(Recoveries) Charge related to PC Bank commodity tax matters	**(155)**	**—**	**—**	**—**	**(155)**	24	—	—	—	24
Charges related to settlement of class action lawsuits	**164**	**—**	**—**	**256**	**420**	—	—	—	—	—
Transaction costs and other related recoveries	**—**	**(39)**	**—**	**—**	**(39)**	—	—	—	—	—
Adjusting items	**$ 655**	**$ (119)**	**$ 121**	**$ 256**	**$ 913**	$ 536	$ (64)	$ 85	$ —	$ 557
Adjusted operating income	**$ 4,549**	**$ 961**	**$ (199)**	**$ (22)**	**$ 5,289**	$ 4,232	$ 937	$ (199)	$ (50)	$ 4,920
Depreciation and amortization excluding the impact of the above adjustment[(i)]	**2,467**	**4**	**(362)**	**3**	**2,112**	2,407	3	(380)	3	2,033
Adjusted EBITDA	**$ 7,016**	**$ 965**	**$ (561)**	**$ (19)**	**$ 7,401**	$ 6,639	$ 940	$ (579)	$ (47)	$ 6,953

(i) Depreciation and amortization for the calculation of adjusted EBITDA excludes amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark, recorded by Loblaw.

The following items impacted adjusted EBITDA in 2024 and 2023:

***PC Optimum* loyalty program** In the fourth quarter of 2024, Loblaw recorded a charge of $129 million which represents the revaluation of the loyalty liability for outstanding points, reflecting higher *PC Optimum* member participation and higher redemption rates.

Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark The acquisition of Shoppers Drug Mart in 2014 included approximately $6,050 million of definite life intangible assets, which are being amortized over their estimated useful lives. In 2024, the annual amortization associated with the acquired intangibles was $479 million. The annual amortization will decrease to approximately $130 million in 2025, including $110 million in the first quarter of 2025, and approximately $30 million thereafter.

The acquisition of Lifemark in 2022 included approximately $299 million of definite life intangible assets, which are being amortized over their estimated useful lives.

Fair value adjustment of investment in real estate securities Choice Properties received Allied Class B Units as part of the consideration for the Choice Properties disposition of six office assets to Allied in 2022. Choice Properties recognized these units as investments in real estate securities. The investment in real estate securities is exposed to market price fluctuations of Allied trust units. An increase (decrease) in the market price of Allied trust units results in income (a charge) to operating income.

Fair value write-down related to sale of *Wellwise* In the fourth quarter of 2024, Loblaw entered into an agreement with a third party to sell all of the shares of its *Wellwise* business for cash proceeds. Accordingly, Loblaw recorded a net fair value write-down of $23 million in SG&A. The transaction is expected to close in the first quarter of 2025.

Fair value adjustment on investment properties The Company measures investment properties at fair value. Under the fair value model, investment properties are initially measured at cost and subsequently measured at fair value. Fair value is determined based on available market evidence. If market evidence is not readily available in less active markets, the Company uses alternative valuation methods such as discounted cash flow projections or recent transaction prices. Gains and losses on fair value are recognized in operating income in the period in which they are incurred. Gains and losses from disposal of investment properties are determined by comparing the fair value of disposal proceeds and the carrying amount and are recognized in operating income.

Fair value adjustment on non-operating properties The Company measures non-operating properties, which are investment properties and assets held for sale that were transferred from investment properties, at fair value. Under the fair value model, non-operating properties are initially measured at cost and subsequently measured at fair value. Fair value using the income approach include assumptions as to market rental rates for properties of similar size and condition located within the same geographical areas, recoverable operating costs for leases with tenants, non-recoverable operating costs, vacancy periods, tenant inducements and terminal capitalization rates. Gains and losses arising from changes in the fair value are recognized in operating income in the period in which they arise.

Gain on sale of non-operating properties In the fourth quarter of 2024 and year-to-date, Loblaw recorded a gain related to the sale of non-operating properties of $3 million (fourth quarter of 2023 and year-to-date – nil and gain of $12 million, respectively).

In the fourth quarter of 2023 and year-to-date, Choice Properties disposed of properties and incurred a loss which was recognized in fair value adjustment on investment properties. On consolidation, the Company recorded these properties as fixed assets, which was recognized at cost less accumulated depreciation. As a result, in the fourth quarter of 2023 and year-to-date, on consolidation, an incremental gain of $1 million and $8 million, respectively, was recognized in operating income.

Fair value adjustment of derivatives Loblaw is exposed to commodity price and U.S. dollar exchange rate fluctuations. In accordance with Loblaw's commodity risk management policy, Loblaw enters into exchange traded futures contracts and forward contracts to minimize cost volatility relating to fuel prices and the U.S. dollar exchange rate. These derivatives are not acquired for trading or speculative purposes. Pursuant to Loblaw's derivative instruments accounting policy, changes in the fair value of these instruments, which include realized and unrealized gains and losses, are recorded in operating income. Despite the impact of accounting for these commodity and foreign currency derivatives on Loblaw's reported results, the derivatives have the economic impact of largely mitigating the associated risks arising from price and exchange rate fluctuations in the underlying commodities and U.S. dollar commitments.

(Recoveries) Charge related to PC Bank commodity tax matters In 2022, the Tax Court released a decision relating to PC Bank, a subsidiary of Loblaw. The Tax Court ruled that PC Bank is not entitled to claim notional input tax credits for certain payments it made to Loblaws Inc. in respect of redemptions of loyalty points. PC Bank subsequently filed a Notice of Appeal with the FCA and in March 2024, the matter was heard by the FCA. In the third quarter of 2024, the FCA released its decision and reversed the decision of the Tax Court. As a result, PC Bank reversed charges of $155 million, including $111 million initially recorded in 2022.

In 2023, the Federal government enacted certain commodity tax legislation that applied to PC Bank on a retroactive basis. A charge of $37 million, inclusive of interest, was recorded for this matter. In the fourth quarter of 2023, Loblaw reversed $13 million of previously recorded charges. The reversal was a result of new guidance issued by the Canada Revenue Agency.

Charges related to settlement of class action lawsuits On July 24, 2024, the Company and Loblaw entered into binding Minutes of Settlement and on January 31, 2025, the Company and Loblaw entered into a Settlement Agreement to resolve nationwide class action lawsuits against them relating to their role in an industry-wide price-fixing arrangement. In the second quarter of 2024, the Company and Loblaw recorded charges of $256 million and $164 million, respectively, in SG&A, relating to the settlement and related costs.

Transaction costs and other related recoveries In the second quarter of 2024, Choice Properties recorded a reversal of a transaction related provision for $39 million that was determined to be no longer required.

ADJUSTED NET INTEREST EXPENSE AND OTHER FINANCING CHARGES The Company believes adjusted net interest expense and other financing charges is useful in assessing the ongoing net financing costs of the Company.

The following table reconciles adjusted net interest expense and other financing charges to GAAP net interest expense and other financing charges reported for the periods ended as indicated.

	Quarters Ended		Years Ended	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023	**Dec. 31, 2024**	Dec. 31, 2023
Net interest (income) expense and other financing charges	**$ (115)**	$ 660	**$ 972**	$ 889
Add (deduct) impact of the following:				
Fair value adjustment of the Trust Unit liability	**399**	(382)	**164**	231
Recovery related to PC Bank commodity tax matter	**—**	—	**10**	—
Adjusted net interest expense and other financing charges	**$ 284**	$ 278	**$ 1,146**	$ 1,120

The following items impacted adjusted net interest expense and other financing charges in 2024 and 2023:

Fair value adjustment of the Trust Unit liability The Company is exposed to market price fluctuations as a result of the Choice Properties Trust Units held by Unitholders other than the Company. These Trust Units are presented as a liability on the Company's consolidated balance sheets as they are redeemable for cash at the option of the holder, subject to certain restrictions. This liability is recorded at fair value at each reporting date based on the market price of Trust Units at the end of each period. An increase (decrease) in the market price of Trust Units results in a charge (income) to net interest expense and other financing charges.

Recovery related to PC Bank commodity tax matter In the third quarter of 2024, $10 million was recorded related to interest income on cash tax refunds on the PC Bank commodity tax matter discussed above.

ADJUSTED INCOME TAXES AND ADJUSTED EFFECTIVE TAX RATE The Company believes the adjusted effective tax rate applicable to adjusted earnings before taxes is useful in assessing the underlying operating performance of its business.

The following table reconciles the effective tax rate applicable to adjusted earnings before taxes to the GAAP effective tax rate applicable to earnings before taxes as reported for the periods ended as indicated.

	Quarters Ended		Years Ended	
($ millions except where otherwise indicated)	**Dec. 31, 2024**	Dec. 31, 2023	**Dec. 31, 2024**	Dec. 31, 2023
Adjusted operating income[(i)]	**$ 1,316**	$ 1,207	**$ 5,289**	$ 4,920
Adjusted net interest expense and other financing charges[(i)]	**284**	278	**1,146**	1,120
Adjusted earnings before taxes	**$ 1,032**	$ 929	**$ 4,143**	$ 3,800
Income taxes	**$ 210**	$ 169	**$ 908**	$ 849
Add (deduct) impact of the following:				
Tax impact of items excluded from adjusted earnings before taxes[(ii)]	**67**	75	**235**	178
Outside basis difference in certain Loblaw shares	**8**	16	**(6)**	(8)
Adjusted income taxes	**$ 285**	$ 260	**$ 1,137**	$ 1,019
Effective tax rate applicable to earnings before taxes	**19.0%**	40.6%	**26.7%**	24.4%
Adjusted effective tax rate applicable to adjusted earnings before taxes	**27.6%**	28.0%	**27.4%**	26.8%

(i) See reconciliations of adjusted operating income and adjusted net interest expense and other financing charges above.
(ii) See the adjusted EBITDA table and the adjusted net interest expense and other financing charges table above for a complete list of items excluded from adjusted earnings before taxes.

In addition to certain items described in the "Adjusted EBITDA" and "Adjusted Net Interest Expense and Other Financing Charges" sections above, the following item impacted adjusted income taxes and the adjusted effective tax rate in 2024 and 2023:

Outside basis difference in certain Loblaw shares The Company recorded a deferred tax recovery of $8 million in the fourth quarter of 2024 (2023 – $16 million) and a deferred tax expense of $6 million year-to-date (2023 – $8 million) on temporary differences in respect of GWL's investment in certain Loblaw shares that are expected to reverse in the foreseeable future as a result of GWL's participation in Loblaw's NCIB.

ADJUSTED NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS AND ADJUSTED DILUTED NET EARNINGS PER COMMON SHARE The Company believes that adjusted net earnings available to common shareholders and adjusted diluted net earnings per common share are useful in assessing the Company's underlying operating performance and in making decisions regarding the ongoing operations of its business.

The following table reconciles adjusted net earnings available to common shareholders of the Company and adjusted net earnings attributable to shareholders of the Company to net earnings attributable to shareholders of the Company and then to net earnings available to common shareholders of the Company reported for the periods ended as indicated.

	Quarters Ended		Years Ended	
($ millions except where otherwise indicated)	**Dec. 31, 2024**	Dec. 31, 2023	**Dec. 31, 2024**	Dec. 31, 2023
Net earnings (loss) attributable to shareholders of the Company	**$ 674**	$ (28)	**$ 1,359**	$ 1,540
Less: Prescribed dividends on preferred shares in share capital	**(10)**	(10)	**(44)**	(44)
Net earnings (loss) available to common shareholders of the Company	**$ 664**	$ (38)	**$ 1,315**	$ 1,496
Less: Reduction in net earnings due to dilution at Loblaw	**(3)**	(3)	**(12)**	(12)
Net earnings (loss) available to common shareholders for diluted earnings per share	**$ 661**	$ (41)	**$ 1,303**	$ 1,484
Net earnings (loss) attributable to shareholders of the Company	**$ 674**	$ (28)	**$ 1,359**	$ 1,540
Adjusting items (refer to the following table)	**(249)**	380	**282**	(29)
Adjusted net earnings attributable to shareholders of the Company	**$ 425**	$ 352	**$ 1,641**	$ 1,511
Less: Prescribed dividends on preferred shares in share capital	**(10)**	(10)	**(44)**	(44)
Adjusted net earnings available to common shareholders of the Company	**$ 415**	$ 342	**$ 1,597**	$ 1,467
Less: Reduction in net earnings due to dilution at Loblaw	**(3)**	(3)	**(12)**	(12)
Adjusted net earnings available to common shareholders for diluted earnings per share	**$ 412**	$ 339	**$ 1,585**	$ 1,455
Diluted weighted average common shares outstanding (in millions)	**131.0**	134.8	**132.9**	138.0

The following table reconciles adjusted net earnings available to common shareholders of the Company and adjusted diluted net earnings per common share to GAAP net earnings available to common shareholders of the Company and diluted net earnings per common share as reported for the periods ended as indicated.

	Quarters Ended											
	Dec. 31, 2024						Dec. 31, 2023					
	Net Earnings Available to Common Shareholders of the Company					**Diluted Net Earnings Per Common Share ($)**	Net (Loss) Earnings Available to Common Shareholders of the Company					Diluted Net (Loss) Earnings Per Common Share ($)
($ millions except where otherwise indicated)	**Loblaw[i]**	**Choice Properties**	**Effect of consol-idation**	**GWL Corporate**	**Consol-idated**	**Consol-idated**	Loblaw[i]	Choice Properties	Effect of consol-idation	GWL Corporate	Consol-idated	Consol-idated
As reported	**$ 245**	**$ 792**	**$ (356)**	**$ (17)**	**$ 664**	**$ 5.05**	$ 285	$ (445)	$ 142	$ (20)	$ (38)	$ (0.30)
Add (deduct) impact of the following[ii]:												
PC Optimum loyalty program	**$ 49**	**$ —**	**$ —**	**$ —**	**$ 49**	**$ 0.37**	$ —	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**44**	**—**	**—**	**—**	**44**	**0.34**	45	—	—	—	45	0.33
Fair value adjustment of investment in real estate securities	**—**	**36**	**(3)**	**—**	**33**	**0.25**	—	(27)	2	—	(25)	(0.19)
Fair value write-down related to sale of *Wellwise*	**15**	**—**	**—**	**—**	**15**	**0.11**	—	—	—	—	—	—
Fair value adjustment on investment properties	**—**	**(13)**	**30**	**—**	**17**	**0.13**	—	73	(80)	—	(7)	(0.05)
Fair value adjustment on non-operating properties	**2**	**—**	**—**	**—**	**2**	**0.02**	3	—	—	—	3	0.02
Gain on sale of non-operating properties	**(2)**	**—**	**—**	**—**	**(2)**	**(0.02)**	—	—	(1)	—	(1)	(0.01)
Fair value adjustment of derivatives	**—**	**—**	**—**	**—**	**—**	**—**	5	—	—	—	5	0.04
Recovery related to PC Bank commodity tax matter	**—**	**—**	**—**	**—**	**—**	**—**	(6)	—	—	—	(6)	(0.04)
Fair value adjustment of the Trust Unit liability	**—**	**—**	**(399)**	**—**	**(399)**	**(3.04)**	—	—	382	—	382	2.83
Outside basis difference in certain Loblaw shares	**—**	**—**	**—**	**(8)**	**(8)**	**(0.06)**	—	—	—	(16)	(16)	(0.12)
Fair value adjustment on Choice Properties' Exchangeable Units	**—**	**(705)**	**705**	**—**	**—**	**—**	—	502	(502)	—	—	—
Adjusting items	**$ 108**	**$ (682)**	**$ 333**	**$ (8)**	**$ (249)**	**$ (1.90)**	$ 47	$ 548	$ (199)	$ (16)	$ 380	$ 2.81
Adjusted	**$ 353**	**$ 110**	**$ (23)**	**$ (25)**	**$ 415**	**$ 3.15**	$ 332	$ 103	$ (57)	$ (36)	$ 342	$ 2.51

(i) Contribution from Loblaw, net of non-controlling interests.
(ii) Net of income taxes and non-controlling interests, as applicable.

	Years Ended											
	Dec. 31, 2024						Dec. 31, 2023					
	Net Earnings Available to Common Shareholders of the Company					**Diluted Net Earnings Per Common Share ($)**	Net Earnings Available to Common Shareholders of the Company					Diluted Net Earnings Per Common Share ($)
($ millions except where otherwise indicated)	**Loblaw[i]**	**Choice Properties**	**Effect of consol-idation**	**GWL Corporate**	**Consol-idated**	**Consol-idated**	Loblaw[i]	Choice Properties	Effect of consol-idation	GWL Corporate	Consol-idated	Consol-idated
As reported	**$ 1,138**	**$ 785**	**$ (283)**	**$ (325)**	**$ 1,315**	**$ 9.80**	$ 1,102	$ 797	$ (248)	$ (155)	$ 1,496	$ 10.75
Add (deduct) impact of the following[ii]:												
PC Optimum loyalty program	**$ 49**	**$ —**	**$ —**	**$ —**	**$ 49**	**$ 0.37**	$ —	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**194**	**—**	**—**	**—**	**194**	**1.46**	194	—	—	—	194	1.41
Fair value adjustment of investment in real estate securities	**—**	**36**	**(3)**	**—**	**33**	**0.25**	—	64	(5)	—	59	0.42
Fair value write-down related to sale of *Wellwise*	**15**	**—**	**—**	**—**	**15**	**0.11**	—	—	—	—	—	—
Fair value adjustment on investment properties	**—**	**(118)**	**121**	**—**	**3**	**0.02**	—	(131)	65	—	(66)	(0.48)
Fair value adjustment on non-operating properties	**2**	**—**	**—**	**—**	**2**	**0.02**	3	—	—	—	3	0.02
Gain on sale of non-operating properties	**(2)**	**—**	**—**	**—**	**(2)**	**(0.02)**	(5)	—	(6)	—	(11)	(0.08)
Fair value adjustment of derivatives	**(2)**	**—**	**—**	**—**	**(2)**	**(0.02)**	6	—	—	—	6	0.04
(Recoveries) Charge related to PC Bank commodity tax matters	**(66)**	**—**	**—**	**—**	**(66)**	**(0.49)**	9	—	—	—	9	0.07
Charges related to settlement of class action lawsuits	**64**	**—**	**—**	**189**	**253**	**1.90**	—	—	—	—	—	—
Transaction costs and other related recoveries	**—**	**(39)**	**—**	**—**	**(39)**	**(0.29)**	—	—	—	—	—	—
Fair value adjustment of the Trust Unit liability	**—**	**—**	**(164)**	**—**	**(164)**	**(1.23)**	—	—	(231)	—	(231)	(1.67)
Outside basis difference in certain Loblaw shares	**—**	**—**	**—**	**6**	**6**	**0.05**	—	—	—	8	8	0.06
Fair value adjustment on Choice Properties' Exchangeable Units	**—**	**(238)**	**238**	**—**	**—**	**—**	—	(321)	321	—	—	—
Adjusting items	**$ 254**	**$ (359)**	**$ 192**	**$ 195**	**$ 282**	**$ 2.13**	$ 207	$ (388)	$ 144	$ 8	$ (29)	$ (0.21)
Adjusted	**$ 1,392**	**$ 426**	**$ (91)**	**$ (130)**	**$ 1,597**	**$ 11.93**	$ 1,309	$ 409	$ (104)	$ (147)	$ 1,467	$ 10.54

(i) Contribution from Loblaw, net of non-controlling interests.
(ii) Net of income taxes and non-controlling interests, as applicable.

EFFECT OF CONSOLIDATION The Company believes that a breakdown of the effect of consolidation is useful in assessing the Company's underlying operating performance and in making decisions regarding the ongoing operations of its business.

The following table provides a breakdown of the effect of consolidation for certain key performance metrics.

	Quarters Ended									
	Dec. 31, 2024					Dec. 31, 2023				
($ millions)	**Revenue**	**Operating Income**	Adjusted EBITDA[i]	**Net Interest Expense and Other Financing Charges**	Adjusted Net Earnings Available to Common Shareholders[i]	Revenue	Operating Income	Adjusted EBITDA[i]	Net Interest Expense and Other Financing Charges	Adjusted Net Earnings Available to Common Shareholders[i]
Elimination of intercompany rental revenue	**$ (200)**	**$ (13)**	$ (13)	**$ —**	$ (11)	$ (190)	$ (20)	$ (20)	$ —	$ (17)
Elimination of internal lease arrangements	**5**	**(18)**	(114)	**(34)**	12	4	(9)	(102)	(29)	14
Elimination of intersegment real estate transactions	**—**	**(13)**	(13)	**—**	(11)	—	(34)	(35)	—	(37)
Asset impairments, net of recoveries	**—**	**10**	10	**—**	7	—	(7)	(7)	—	(5)
Recognition of depreciation on Choice Properties' investment properties classified as fixed assets by the Company and measured at cost	**—**	**(14)**	—	**—**	(14)	—	(15)	—	—	(14)
Fair value adjustment on investment properties	**—**	**(35)**	—	**(1)**	—	—	40	—	1	—
Unit distributions on Exchangeable Units paid by Choice Properties to GWL	**—**	**—**	—	**(75)**	75	—	—	—	(74)	74
Unit distributions on Trust Units paid by Choice Properties, excluding amounts paid to GWL	**—**	**—**	—	**54**	(54)	—	—	—	51	(51)
Fair value adjustment of the Trust Unit liability	**—**	**—**	—	**(399)**	—	—	—	—	382	—
Fair value adjustment on Choice Properties' Exchangeable Units	**—**	**—**	—	**705**	—	—	—	—	(502)	—
Tax expense on Choice Properties related earnings	**—**	**—**	—	**—**	(27)	—	—	—	—	(21)
Total	**$ (195)**	**$ (83)**	$ (130)	**$ 250**	$ (23)	$ (186)	$ (45)	$ (164)	$ (171)	$ (57)

(i) See reconciliation of adjusted EBITDA and adjusted net earnings available to common shareholders of the Company above.

	Years Ended									
	Dec. 31, 2024					Dec. 31, 2023				
($ millions)	**Revenue**	**Operating Income**	Adjusted EBITDA[i]	**Net Interest Expense and Other Financing Charges**	Adjusted Net Earnings Available to Common Shareholders[i]	Revenue	Operating Income	Adjusted EBITDA[i]	Net Interest Expense and Other Financing Charges	Adjusted Net Earnings Available to Common Shareholders[i]
Elimination of intercompany rental revenue	**$ (788)**	**$ 16**	$ 16	**$ —**	$ 13	$ (752)	$ (19)	$ (19)	$ —	$ (16)
Elimination of internal lease arrangements	**13**	**(44)**	(455)	**(136)**	68	12	(97)	(506)	(120)	17
Elimination of intersegment real estate transactions	**—**	**(132)**	(132)	**—**	(116)	—	(39)	(47)	—	(50)
Asset impairments, net of recoveries	**—**	**10**	10	**—**	7	—	(7)	(7)	—	(5)
Recognition of depreciation on Choice Properties' investment properties classified as fixed assets by the Company and measured at cost	**—**	**(49)**	—	**—**	(50)	—	(29)	—	—	(35)
Fair value adjustment on investment properties	**—**	**(121)**	—	**2**	—	—	(93)	—	3	—
Unit distributions on Exchangeable Units paid by Choice Properties to GWL	**—**	**—**	—	**(300)**	300	—	—	—	(296)	296
Unit distributions on Trust Units paid by Choice Properties, excluding amounts paid to GWL	**—**	**—**	—	**211**	(211)	—	—	—	207	(207)
Fair value adjustment of the Trust Unit liability	**—**	**—**	—	**(164)**	—	—	—	—	(231)	—
Fair value adjustment on Choice Properties' Exchangeable Units	**—**	**—**	—	**238**	—	—	—	—	321	—
Tax expense on Choice Properties related earnings	**—**	**—**	—	**—**	(102)	—	—	—	—	(104)
Total	**$ (775)**	**$ (320)**	$ (561)	**$ (149)**	$ (91)	$ (740)	$ (284)	$ (579)	$ (116)	$ (104)

(i) See reconciliation of adjusted EBITDA and adjusted net earnings available to common shareholders of the Company above.

FREE CASH FLOW The Company believes free cash flow is useful in assessing the Company's cash available for additional financing and investing activities.

The following table reconciles free cash flow to GAAP measures reported for the periods ended as indicated.

	Quarters Ended		Years Ended	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023	**Dec. 31, 2024**	Dec. 31, 2023
Cash flows from operating activities	**$ 1,689**	$ 1,513	**$ 6,065**	$ 5,851
Less: Capital investments[(i)]	**716**	747	**2,395**	2,379
Interest paid	**210**	212	**960**	918
Lease payments, net	**152**	157	**899**	848
Free cash flow	**$ 611**	$ 397	**$ 1,811**	$ 1,706

(i) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current year. Loblaw capital investments for the year ended 2023 included $37 million of prepayments transferred to fixed assets.

ADJUSTED RETURN ON AVERAGE EQUITY ATTRIBUTABLE TO COMMON SHAREHOLDERS OF THE COMPANY AND ADJUSTED RETURN ON CAPITAL The Company uses the following metrics to measure its leverage and profitability. The definitions of these ratios are presented below.

Adjusted Return on Average Equity Attributable to Common Shareholders of the Company Adjusted net earnings available to common shareholders of the Company for the last four quarters divided by average total equity attributable to common shareholders of the Company. Refer to Section 3.4, "Financial Condition", of this MD&A.

Adjusted Return on Capital Tax-effected adjusted operating income for the last four quarters divided by average capital where capital is defined as total debt, plus equity attributable to shareholders of the Company, less cash and cash equivalents, and short-term investments. Refer to Section 3.4, "Financial Condition", of this MD&A.

CHOICE PROPERTIES' FUNDS FROM OPERATIONS Choice Properties considers Funds from Operations to be a useful measure of operating performance as it adjusts for items included in net income that do not arise from operating activities or do not necessarily provide an accurate depiction of its performance.

Funds from Operations is calculated in accordance with the Real Property Association of Canada's Funds from Operations & Adjusted Funds from Operations for IFRS Accounting Standards issued in January 2022.

The following table reconciles Choice Properties' Funds from Operations to net income for the periods ended as indicated.

	Quarters Ended		Years Ended	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023	**Dec. 31, 2024**	Dec. 31, 2023
Net income (loss)	**$ 792**	$ (445)	**$ 785**	$ 797
Add (deduct) impact of the following:				
Amortization of intangible assets	**—**	—	**1**	1
Transaction costs and other related recoveries	**—**	—	**(39)**	—
Adjustment to fair value of unit-based compensation	**(2)**	1	**(1)**	(1)
Fair value adjustment on Exchangeable Units	**(705)**	503	**(238)**	(321)
Fair value adjustment on investment properties	**16**	74	**(93)**	(114)
Fair value adjustment on investment properties to proportionate share	**(29)**	(1)	**(25)**	(17)
Fair value adjustment of investment in real estate securities	**36**	(27)	**36**	64
Capitalized interest on equity accounted joint ventures	**3**	3	**12**	12
Unit distributions on Exchangeable Units	**75**	74	**300**	296
Internal expenses for leasing	**3**	3	**10**	9
Income tax recovery	**(1)**	—	**(1)**	—
Funds from Operations	**$ 188**	$ 185	**$ 747**	$ 726

13.1 Non-GAAP and Other Financial Measures - Selected Comparative Reconciliation

Unless otherwise indicated, all financial information represents the Company's results from continuing operations.

ADJUSTED EBITDA The following table reconciles adjusted EBITDA to operating income, which is reconciled to GAAP net earnings (loss) attributable to shareholders of the Company from continuing operations reported for the periods ended as indicated.

					2024					2023	2022
	First Quarter	**Second Quarter**	**Third Quarter**	**Fourth Quarter**	**Total**	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total	Total
($ millions)	**(12 weeks)**	**(12 weeks)**	**(16 weeks)**	**(12 weeks)**	**(52 weeks)**	(12 weeks)	(12 weeks)	(16 weeks)	(12 weeks)	(52 weeks)	(52 weeks)
Net earnings (loss) attributable to shareholders of the Company from continuing operations	**$ 246**	**$ 410**	**$ 29**	**$ 674**	**$ 1,359**	$ 436	$ 508	$ 624	$ (28)	$ 1,540	$ 1,822
Add (deduct) impact of the following:											
Non-controlling interests	**$ 246**	**$ 257**	**$ 411**	**$ 223**	**$ 1,137**	$ 216	$ 274	$ 320	$ 275	$ 1,085	$ 987
Income taxes	**$ 264**	**$ 131**	**$ 303**	**$ 210**	**$ 908**	$ 234	$ 244	$ 202	$ 169	$ 849	$ 831
Net interest expense (income) and other financing charges	**$ 215**	**$ (3)**	**$ 875**	**$ (115)**	**$ 972**	$ 71	$ 73	$ 85	$ 660	$ 889	$ 913
Operating income	**$ 971**	**$ 795**	**$ 1,618**	**$ 992**	**$ 4,376**	$ 957	$ 1,099	$ 1,231	$ 1,076	$ 4,363	$ 4,553
Add (deduct) impact of the following:											
PC Optimum loyalty program	**$ —**	**$ —**	**$ —**	**$ 129**	**$ 129**	$ —	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**114**	**115**	**155**	**115**	**499**	114	116	154	115	499	497
Fair value adjustment of investment in real estate securities	**30**	**28**	**(58)**	**36**	**36**	15	31	45	(27)	64	248
Fair value write-down related to sale of *Wellwise*	**—**	**—**	**—**	**23**	**23**	—	—	—	—	—	—
Fair value adjustment on investment properties	**16**	**2**	**(34)**	**21**	**5**	(49)	(21)	1	34	(35)	(728)
Fair value adjustment on non-operating properties	**—**	**—**	**—**	**3**	**3**	—	—	—	9	9	(6)
Gain on sale of non-operating properties	**—**	**—**	**—**	**(3)**	**(3)**	(1)	(3)	(15)	(1)	(20)	(57)
Fair value adjustment of derivatives	**(7)**	**2**	**—**	**—**	**(5)**	3	5	(6)	14	16	(5)
(Recoveries) Charges related to PC Bank commodity tax matters	**—**	**—**	**(155)**	**—**	**(155)**	—	37	—	(13)	24	111
Charges related to settlement of class action lawsuits	**—**	**420**	**—**	**—**	**420**	—	—	—	—	—	—
Transaction costs and other related expenses	**—**	**(39)**	**—**	**—**	**(39)**	—	—	—	—	—	21
Restructuring and other related costs	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	4
Foreign currency translation and other company level activities	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	3
Adjusting items	**$ 153**	**$ 528**	**$ (92)**	**$ 324**	**$ 913**	$ 82	$ 165	$ 179	$ 131	$ 557	$ 88
Adjusted operating income	**$ 1,124**	**$ 1,323**	**$ 1,526**	**$ 1,316**	**$ 5,289**	$ 1,039	$ 1,264	$ 1,410	$ 1,207	$ 4,920	$ 4,641
Depreciation and amortization excluding the impact of the above adjustment[(i)]	**$ 499**	**$ 483**	**$ 632**	**$ 498**	**$ 2,112**	$ 468	$ 469	$ 609	$ 487	$ 2,033	$ 1,910
Adjusted EBITDA	**$ 1,623**	**$ 1,806**	**$ 2,158**	**$ 1,814**	**$ 7,401**	$ 1,507	$ 1,733	$ 2,019	$ 1,694	$ 6,953	$ 6,551

(i) Depreciation and amortization for the calculation of adjusted EBITDA excludes amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark, recorded by Loblaw.

ADJUSTED NET INTEREST EXPENSE AND OTHER FINANCING CHARGES The following table reconciles adjusted net interest expense and other financing charges to GAAP net interest expense and other financing charges reported for the periods ended as indicated.

($ millions)	Years Ended Dec. 31, 2024 (52 weeks)	Dec. 31, 2023 (52 weeks)	Dec. 31, 2022 (52 weeks)
Net interest expense and other financing charges	**$ 972**	$ 889	$ 913
Add impact of the following:			
Fair value adjustment of the Trust Unit liability	**164**	231	98
Recovery related to PC Bank commodity tax matter	**10**	—	—
Recovery related to Glenhuron	**—**	—	11
Adjusted net interest expense and other financing charges	**$ 1,146**	$ 1,120	$ 1,022

ADJUSTED INCOME TAXES AND ADJUSTED EFFECTIVE TAX RATE The following table reconciles the effective tax rate applicable to adjusted earnings before taxes to the GAAP effective tax rate applicable to earnings before taxes as reported for the periods ended as indicated.

($ millions except where otherwise indicated)	Years Ended Dec. 31, 2024 (52 weeks)	Dec. 31, 2023 (52 weeks)	Dec. 31, 2022 (52 weeks)
Adjusted operating income[(i)]	**$ 5,289**	$ 4,920	$ 4,641
Adjusted net interest expense and other financing charges[(i)]	**1,146**	1,120	1,022
Adjusted earnings before taxes	**$ 4,143**	$ 3,800	$ 3,619
Income taxes	**$ 908**	$ 849	$ 831
Add (deduct) impact of the following:			
Tax impact of items excluded from adjusted earnings before taxes[(ii)]	**235**	178	83
Outside basis difference in certain Loblaw shares	**(6)**	(8)	(4)
Remeasurement of deferred tax balances	**—**	—	46
Recovery related to Glenhuron	**—**	—	33
Adjusted income taxes	**$ 1,137**	$ 1,019	$ 989
Effective tax rate applicable to earnings before taxes	**26.7%**	24.4%	22.8%
Adjusted effective tax rate applicable to adjusted earnings before taxes	**27.4%**	26.8%	27.3%

(i) See reconciliations of adjusted operating income and adjusted net interest expense and other financing charges above.
(ii) See the adjusted EBITDA table and the adjusted net interest expense and other financing charges table above for a complete list of items excluded from adjusted earnings before taxes.

ADJUSTED NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS FROM CONTINUING OPERATIONS AND ADJUSTED DILUTED NET EARNINGS PER COMMON SHARE FROM CONTINUING OPERATIONS The following tables reconcile adjusted net earnings available to common shareholders of the Company from continuing operations and adjusted diluted net earnings from continuing operations per common share to GAAP net earnings (loss) available to common shareholders of the Company from continuing operations and diluted net earnings (loss) per common share from continuing operations as reported for the periods ended as indicated.

($ millions)	**2024 First Quarter (12 weeks)**	**Second Quarter (12 weeks)**	**Third Quarter (16 weeks)**	**Fourth Quarter (12 weeks)**	**2024 Total (52 weeks)**	2023 First Quarter (12 weeks)	Second Quarter (12 weeks)	Third Quarter (16 weeks)	Fourth Quarter (12 weeks)	2023 Total (52 weeks)	2022 Total (52 weeks)
Continuing Operations	**$ 236**	**$ 400**	**$ 15**	**$ 664**	**$ 1,315**	$ 426	$ 498	$ 610	$ (38)	$ 1,496	$ 1,778
Add (deduct) impact of the following[(i)]:											
PC Optimum loyalty program	**$ —**	**$ —**	**$ —**	**$ 49**	**$ 49**	$ —	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**45**	**43**	**62**	**44**	**194**	45	44	60	45	194	191
Fair value adjustment of investment in real estate securities	**28**	**25**	**(53)**	**33**	**33**	14	28	42	(25)	59	228
Fair value write-down related to sale of *Wellwise*	**—**	**—**	**—**	**15**	**15**	—	—	—	—	—	—
Fair value adjustment on investment properties	**14**	**4**	**(32)**	**17**	**3**	(43)	(17)	1	(7)	(66)	(645)
Fair value adjustment on non-operating properties	**—**	**—**	**—**	**2**	**2**	—	—	—	3	3	(2)
Gain on sale of non-operating properties	**—**	**—**	**—**	**(2)**	**(2)**	(1)	(1)	(8)	(1)	(11)	(22)
Fair value adjustment of derivatives	**(4)**	**2**	**—**	**—**	**(2)**	1	2	(2)	5	6	(2)
(Recoveries) Charges related to PC Bank commodity tax matters	**—**	**—**	**(66)**	**—**	**(66)**	—	15	—	(6)	9	45
Charges related to settlement of class action lawsuits	**—**	**253**	**—**	**—**	**253**	—	—	—	—	—	—
Transaction costs and other related expenses	**—**	**(39)**	**—**	**—**	**(39)**	—	—	—	—	—	12
Restructuring and other related costs	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	10
Fair value adjustment of the Trust Unit liability	**(59)**	**(274)**	**568**	**(399)**	**(164)**	(192)	(202)	(219)	382	(231)	(98)
Outside basis difference in certain Loblaw shares	**52**	**(20)**	**(18)**	**(8)**	**6**	32	10	(18)	(16)	8	4
Remeasurement of deferred tax balances	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	(46)
Recovery related to Glenhuron	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	(23)
Foreign currency translation and other company level activities	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	2
Adjusting items Continuing Operations	**$ 76**	**$ (6)**	**$ 461**	**$ (249)**	**$ 282**	$ (144)	$ (121)	$ (144)	$ 380	$ (29)	$ (346)
Adjusted Continuing Operations	**$ 312**	**$ 394**	**$ 476**	**$ 415**	**$ 1,597**	$ 282	$ 377	$ 466	$ 342	$ 1,467	$ 1,432

(i) Net of income taxes and non-controlling interests, as applicable.

($ except where otherwise indicated)	**First Quarter (12 weeks)**	**Second Quarter (12 weeks)**	**Third Quarter (16 weeks)**	**Fourth Quarter (12 weeks)**	**2024 Total (52 weeks)**	First Quarter (12 weeks)	Second Quarter (12 weeks)	Third Quarter (16 weeks)	Fourth Quarter (12 weeks)	2023 Total (52 weeks)	2022 Total (52 weeks)
Continuing Operations	**$ 1.73**	**$ 2.97**	**$ 0.08**	**$ 5.05**	**$ 9.80**	$ 3.01	$ 3.55	$ 4.41	$ (0.30)	$ 10.75	$ 12.20
Add (deduct) impact of the following[(i)]:											
PC Optimum loyalty program	**$ —**	**$ —**	**$ —**	**$ 0.37**	**$ 0.37**	$ —	$ —	$ —	$ —	$ —	$ —
Amortization of intangible assets acquired with Shoppers Drug Mart and Lifemark	**0.34**	**0.33**	**0.47**	**0.34**	**1.46**	0.32	0.32	0.43	0.33	1.41	1.32
Fair value adjustment of investment in real estate securities	**0.21**	**0.19**	**(0.40)**	**0.25**	**0.25**	0.10	0.20	0.30	(0.19)	0.42	1.57
Fair value write-down related to sale of *Wellwise*	**—**	**—**	**—**	**0.11**	**0.11**	—	—	—	—	—	—
Fair value adjustment on investment properties	**0.10**	**0.03**	**(0.24)**	**0.13**	**0.02**	(0.30)	(0.12)	0.01	(0.05)	(0.48)	(4.45)
Fair value adjustment on non-operating properties	**—**	**—**	**—**	**0.02**	**0.02**	—	—	—	0.02	0.02	(0.01)
Gain on sale of non-operating properties	**—**	**—**	**—**	**(0.02)**	**(0.02)**	(0.01)	(0.01)	(0.05)	(0.01)	(0.08)	(0.15)
Fair value adjustment of derivatives	**(0.03)**	**0.01**	**—**	**—**	**(0.02)**	0.01	0.01	(0.01)	0.04	0.04	(0.01)
(Recoveries) Charges related to PC Bank commodity tax matters	**—**	**—**	**(0.50)**	**—**	**(0.49)**	—	0.11	—	(0.04)	0.07	0.31
Charges related to settlement of class action lawsuits	**—**	**1.89**	**—**	**—**	**1.90**	—	—	—	—	—	—
Transaction costs and other related expenses	**—**	**(0.29)**	**—**	**—**	**(0.29)**	—	—	—	—	—	0.08
Restructuring and other related costs	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	0.07
Fair value adjustment of the Trust Unit liability	**(0.44)**	**(2.05)**	**4.30**	**(3.04)**	**(1.23)**	(1.37)	(1.45)	(1.60)	2.83	(1.67)	(0.68)
Outside basis difference in certain Loblaw shares	**0.39**	**(0.15)**	**(0.14)**	**(0.06)**	**0.05**	0.23	0.07	(0.13)	(0.12)	0.06	0.03
Remeasurement of deferred tax balances	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	(0.32)
Recovery related to Glenhuron	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	(0.16)
Foreign currency translation and other company level activities	**—**	**—**	**—**	**—**	**—**	—	—	—	—	—	0.01
Adjusting items Continuing Operations	**$ 0.57**	**$ (0.04)**	**$ 3.49**	**$ (1.90)**	**$ 2.13**	$ (1.02)	$ (0.87)	$ (1.05)	$ 2.81	$ (0.21)	$ (2.39)
Adjusted Continuing Operations	**$ 2.30**	**$ 2.93**	**$ 3.57**	**$ 3.15**	**$ 11.93**	$ 1.99	$ 2.68	$ 3.36	$ 2.51	$ 10.54	$ 9.81
Diluted weighted average common shares outstanding (in millions)	**134.9**	**133.6**	**132.1**	**131.0**	**132.9**	140.7	139.5	137.3	134.8	138.0	144.8

(i) Net of income taxes and non-controlling interests, as applicable.

14. Forward-Looking Statements

The Annual Report, including the MD&A, contains forward-looking statements about the Company's objectives, plans, goals, aspirations, strategies, financial condition, results of operations, cash flows, performance, prospects, opportunities and legal and regulatory matters. Specific forward-looking statements in this Annual Report include, but are not limited to, statements with respect to the Company's anticipated future results, events and plans, strategic initiatives and restructuring, regulatory changes including further healthcare reform, future liquidity, planned capital investments, and the status and impact of IT systems implementations. These specific forward-looking statements are contained throughout this Annual Report including, without limitation, in Section 3, "Liquidity and Capital Resources", Section 10, "Critical Accounting Estimates and Judgments", Section 11, "IFRS Accounting Standards and Amendments", Section 12, "Outlook", and Section 13, "Non-GAAP and Other Financial Measures", of this MD&A. Forward-looking statements are typically identified by words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "strive", "will", "may", "should" and similar expressions, as they relate to the Company and its management.

Forward-looking statements reflect the Company's estimates, beliefs and assumptions, which are based on management's perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. The Company's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and, as such, are subject to change. The Company can give no assurance that such estimates, beliefs and assumptions will prove to be correct.

Numerous risks and uncertainties could cause the Company's actual results to differ materially from those expressed, implied or projected in the forward-looking statements, including those described in Section 8, "Enterprise Risks and Risk Management" of the Company's 2024 Annual Report and the Company's AIF for the year ended December 31, 2024. Such risks and uncertainties include:

- changes in economic conditions, including inflation, impact of tariffs, price increases from suppliers, levels of employment, costs of borrowing, household debt, political uncertainty and government regulation, the impact of natural disasters, war or acts of terrorism, pandemics, changes in interest rates, tax rates, or exchange rates, and access to consumer credit;
- inability of the Company's IT infrastructure to support the requirements of the Company's business, or the occurrence of any internal or external security breaches, denial of service attacks, viruses, worms and other known or unknown cybersecurity or data breaches;
- failure to realize benefits from investments in the Company's new IT systems and related processes, including automation;
- inability of the Company to manage inventory to minimize the impact of obsolete or excess inventory or control shrink;
- changes to the regulation of generic prescription drug prices, the reduction of reimbursements under public drug benefit plans and the elimination or reduction of professional allowances paid by drug manufacturers;
- failure to maintain an effective supply chain and consequently an appropriate assortment of available product at the store and digital retail level;
- failure to realize the anticipated benefits associated with the Company's strategic priorities and major initiatives, including revenue growth, anticipated cost savings and operating efficiencies, or organizational changes that may impact the relationships with franchisees and Associates;
- failure by Choice Properties to realize the anticipated benefits associated with its strategic priorities and major initiatives, including failure to develop quality assets and effectively manage development, redevelopment, and renovation initiatives and the timelines and costs related to such initiatives;
- failure to execute the Company's e-commerce initiatives or to adapt its business model to shifts in the retail landscape caused by digital advances;
- changes to any of the laws, rules, regulations or policies applicable to the Company's business;
- failure to attract and retain colleagues may impact the Company's ability to effectively operate and achieve financial performance goals;
- failure by Choice Properties to effectively and efficiently manage its property and leasing management processes;
- failure to effectively respond to consumer trends or heightened competition, whether from current competitors or new entrants to the marketplace;
- public health events including those related to food and drug safety;
- errors made through medication dispensing or errors related to patient services or consultation;
- failure to achieve desired results in labour negotiations, including the terms of future collective bargaining agreements;
- failure to adapt to environmental and social risks, including failure to execute against the Company's climate change and social equity initiatives;
- adverse outcomes of legal and regulatory proceedings and related matters;
- reliance on the performance and retention of third party service providers, including those associated with the Company's supply chain and apparel business and located in both advanced and developing markets; and
- the inability of the Company to effectively develop and execute its strategy.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Other risks and uncertainties not presently known to the Company or that the Company presently believes are not material could also cause actual results or events to differ materially from those expressed in its forward-looking statements. Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including, without limitation, the section entitled "Operating and Financial Risks and Risk Management" in the Company's AIF for the year ended December 31, 2024. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect the Company's expectations only as of the date of this MD&A. Except as required by law, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

15. Additional Information

Additional information about the Company has been filed electronically with various securities regulators in Canada through SEDAR+ and is available at www.sedarplus.ca.

This Annual Report includes selected information on Loblaw, a public company with shares trading on the TSX, and selected information on Choice Properties, a public real estate investment trust with units trading on the TSX. For information regarding Loblaw or Choice Properties, readers should also refer to the respective materials filed on SEDAR+ from time to time. These filings are also maintained on the respective companies' corporate websites at www.loblaw.ca and www.choicereit.ca.

Toronto, Canada
February 25, 2025

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Management's Statement of Responsibility for Financial Reporting

Management of George Weston Limited is responsible for the preparation, presentation and integrity of the accompanying consolidated financial statements, Management's Discussion and Analysis and all other information in the 2024 Annual Report. This responsibility includes the selection and consistent application of appropriate accounting principles and methods in addition to making the judgments and estimates necessary to prepare the consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. It also includes ensuring that the financial information presented elsewhere in the 2024 Annual Report is consistent with that in the consolidated financial statements.

Management is also responsible for providing reasonable assurance that assets are safeguarded and that relevant and reliable financial information is produced. Management is required to design a system of internal controls and certify as to the design and operating effectiveness of internal controls over financial reporting. A dedicated control compliance team reviews and evaluates internal controls, the results of which are shared with management on a quarterly basis.

PricewaterhouseCoopers LLP, whose report follows, were appointed as independent auditors by a vote of the Company's shareholders to audit the consolidated financial statements.

The Board of Directors, acting through an Audit Committee comprised solely of directors who are independent, are responsible for determining that management fulfills its responsibilities in the preparation of the consolidated financial statements and the financial control of operations. The Audit Committee recommends the independent auditors for appointment by the shareholders. The Audit Committee meets regularly with senior and financial management, internal auditors and the independent auditors to discuss internal controls, auditing activities and financial reporting matters. The independent auditors and internal auditors have unrestricted access to the Audit Committee. These consolidated financial statements and Management's Discussion and Analysis have been approved by the Board of Directors for inclusion in the 2024 Annual Report based on the review and recommendation of the Audit Committee.

[signed]
Galen G. Weston
Chairman and
Chief Executive Officer

[signed]
Richard Dufresne
President and
Chief Financial Officer

Toronto, Canada
February 25, 2025

Independent Auditor's Report

To the Shareholders of George Weston Limited

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of George Weston Limited and its subsidiaries (together, the Company) as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What we have audited

The Company's consolidated financial statements comprise:
- the consolidated statements of earnings for the years ended December 31, 2024 and 2023;
- the consolidated statements of comprehensive income for the years ended December 31, 2024 and 2023;
- the consolidated balance sheets as at December 31, 2024 and 2023;
- the consolidated statements of changes in equity for the years ended December 31, 2024 and 2023;
- the consolidated statements of cash flows for the years ended December 31, 2024 and 2023; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of impairment indicators for fixed assets and right-of-use assets for retail locations

Refer to note 2 – Material Accounting Policies, note 3 – Critical Accounting Estimates and Judgments, note 14 *– Fixed Assets and note 29 – Leases to the consolidated financial statements.*

As at December 31, 2024, the Company had fixed assets of $12,686 million and right-of-use assets of $4,920 million. At each balance sheet date, management reviews the carrying amounts of its fixed assets and right-of-use assets at the Cash Generating Unit (CGU) level to determine whether there is any indication of impairment. Judgment is used to determine whether an indication of impairment exists; if any such indication exists, the CGU is then tested for impairment. In applying this judgment, management considers profitability of the CGU and other qualitative factors. Management determined that each retail location is a separate CGU for purposes of fixed asset and right-of-use asset impairment testing. The fixed assets and right-of-use assets related to the retail location CGUs represent a significant portion of the Company's fixed assets and right-of-use assets.

Management identified indications of impairment for certain retail location CGUs and therefore an impairment test was performed for these CGUs. An impairment loss is recognized for the amount by which the CGU's carrying value exceeds its recoverable amount. For the year ended December 31, 2024, the Company recorded $21 million of impairment losses on fixed assets and $8 million of impairment losses on right-of-use assets in respect of 14 retail location CGUs.

We considered this a key audit matter due to the judgments made by management in assessing the indications of impairment. This resulted in significant audit effort and subjectivity in performing procedures to assess the indications of impairment.

Our approach to addressing the matter included the following procedures, among others:
- Evaluated management's assessment of indications of impairment, which included the following:
  - Assessed the reasonableness of the profitability of the CGUs on a sample basis by considering the actual historical performance of the CGUs.
  - Assessed other qualitative factors by considering evidence obtained in other areas of the audit.
  - Tested the underlying data used in the indications of impairment assessment on a sample basis by tracing to supporting documentation and testing the mathematical accuracy.
  - Performed a sensitivity analysis over indications of impairment.
- Tested the disclosures made in the consolidated financial statements with regards to the impairment assessments of the retail location CGUs.

Valuation of income producing properties

Refer to note 2 – Material Accounting Policies, note 3 – Critical Accounting Estimates and Judgments and note 15 – Investment Properties to the consolidated financial statements.

The Company measures its income producing properties at fair value and, as at December 31, 2024, these assets were valued at $5,348 million. The fair values of these assets are prepared by the Company's internal valuations team and reviewed by management. As part of management's internal valuation program, the Company considers external valuations performed by independent national real estate valuation firms for a cross section of properties that represent different geographical locations and asset classes across the Company's portfolio. Income producing properties are valued primarily using the discounted cash flow method. The significant assumptions under this method include the discount rates and terminal capitalization rates applicable to those assets.

We considered this a key audit matter due to (i) significant audit effort required to assess the fair values of income producing properties; (ii) critical judgments by management when determining the fair values of the income producing properties, including the development of the significant assumptions; and (iii) a high degree of complexity in assessing audit evidence related to the significant assumptions developed by management. In addition, the audit effort involved the use of professionals with specialized skill and knowledge in the field of real estate valuations.

Our approach to addressing the matter included the following procedures, among others:

- Developed a point estimate of the fair value of each individual income producing property using external market data and compared each independent point estimate to management's estimate of each property to evaluate the reasonableness of management's estimate.
- For the individual estimates that fell outside of the expected range established from the point estimate, we tested how management determined the fair value estimate of the income producing property, which included the following:
  - Evaluated the appropriateness of the valuation methodology used.
  - Evaluated the reasonableness of the discount rates and terminal capitalization rates by comparing to externally available market data. For certain properties, professionals with specialized skill and knowledge in the field of real estate valuations assisted in evaluating the reasonableness of the discount rates and terminal capitalization rates.
  - Tested the underlying data used in the discounted cash flow method.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis and the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Anita McOuat.

/s/ PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
February 25, 2025

Consolidated Statements of Earnings

For the years ended December 31 (millions of Canadian dollars except where otherwise indicated)		**2024**		2023
Revenue	**$**	**61,608**	$	60,124
Operating Expenses				
Cost of inventories sold (note 12)		**41,297**		40,513
Selling, general and administrative expenses		**15,935**		15,248
		57,232		55,761
Operating Income		**4,376**		4,363
Net Interest Expense and Other Financing Charges (note 6)		**972**		889
Earnings Before Income Taxes		**3,404**		3,474
Income Taxes (note 7)		**908**		849
Net Earnings		**2,496**		2,625
Attributable to:				
Shareholders of the Company (note 8)		**1,359**		1,540
Non-Controlling Interests		**1,137**		1,085
Net Earnings	**$**	**2,496**	$	2,625
Net Earnings per Common Share ($) (note 8)				
Basic	**$**	**9.95**	$	10.88
Diluted	**$**	**9.80**	$	10.75

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Comprehensive Income

For the years ended December 31 (millions of Canadian dollars)		**2024**		2023
Net Earnings	**$**	**2,496**	$	2,625
Other comprehensive income (loss), net of taxes				
Items that are or may be reclassified subsequently to profit or loss:				
Foreign currency translation adjustment (note 30)		**4**		—
Unrealized losses on cash flow hedges (note 30)		**(10)**		(3)
Gain on long-term securities (note 30)		**1**		1
Items that will not be reclassified to profit or loss:				
Net defined benefit plan actuarial gains (note 26)		**78**		199
Adjustment to fair value of investment properties		**53**		11
Other comprehensive income		**126**		208
Comprehensive Income		**2,622**		2,833
Total Comprehensive Income		**2,622**		2,833
Attributable to:				
Shareholders of the Company		**1,451**		1,652
Non-Controlling Interests		**1,171**		1,181
Total Comprehensive Income	**$**	**2,622**	$	2,833

See accompanying notes to the consolidated financial statements.

Consolidated Balance Sheets

As at December 31 (millions of Canadian dollars)	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents (note 9)	**$ 2,048**	$ 2,451
Short-term investments	**648**	472
Accounts receivable (note 10)	**1,503**	1,377
Credit card receivables (note 11)	**4,230**	4,132
Inventories (note 12)	**6,332**	5,829
Prepaid expenses and other assets	**737**	629
Assets held for sale (note 13)	**62**	46
Total Current Assets	**15,560**	14,936
Fixed Assets (note 14)	**12,686**	11,857
Right-of-Use Assets (note 29)	**4,920**	4,408
Investment Properties (note 15)	**5,506**	5,366
Equity Accounted Joint Ventures (note 16)	**884**	884
Intangible Assets (note 17)	**5,460**	6,009
Goodwill (note 18)	**4,902**	4,879
Deferred Income Taxes (note 7)	**128**	138
Security Deposits	**38**	38
Other Assets (note 19)	**1,352**	1,255
Total Assets	**$ 51,436**	$ 49,770
LIABILITIES		
Current Liabilities		
Bank indebtedness (note 33)	**$ —**	$ 13
Trade payables and other liabilities (note 20)	**7,894**	6,887
Loyalty liability	**212**	123
Provisions (note 21)	**509**	121
Income taxes payable	**141**	307
Demand deposits from customers	**353**	166
Short-term debt (note 11)	**800**	850
Long-term debt due within one year (note 22)	**1,313**	2,355
Lease liabilities due within one year (note 29)	**1,045**	880
Associate interest	**255**	370
Total Current Liabilities	**12,522**	12,072
Provisions (note 21)	**105**	96
Long-Term Debt (note 22)	**14,071**	12,641
Lease Liabilities (note 29)	**4,977**	4,563
Trust Unit Liability	**3,715**	3,881
Deferred Income Taxes (note 7)	**1,675**	1,870
Other Liabilities (note 23)	**1,234**	1,184
Total Liabilities	**38,299**	36,307
EQUITY		
Share Capital (note 24)	**3,293**	3,325
Retained Earnings	**5,490**	5,421
Contributed Surplus	**(2,787)**	(2,275)
Accumulated Other Comprehensive Income	**246**	204
Total Equity Attributable to Shareholders of the Company	**6,242**	6,675
Non-Controlling Interests	**6,895**	6,788
Total Equity	**13,137**	13,463
Total Liabilities and Equity	**$ 51,436**	$ 49,770

Contingent liabilities (note 32). Subsequent event (note 36).

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Changes in Equity

(millions of Canadian dollars except where otherwise indicated)	Common Shares	Preferred Shares	**Total Share Capital**	**Retained Earnings**	**Contributed Surplus**	Foreign Currency Translation Adjustment	Cash Flow Hedges and Other	Adjustment to Fair Value on Transfer of Investment Properties	**Total Accumulated Other Comprehensive Income**	**Non-Controlling Interests**	**Total Equity**
Balance as at Dec. 31, 2023	$ 2,508	$ 817	**$ 3,325**	**$ 5,421**	**$ (2,275)**	$ 28	$ 1	$ 175	**$ 204**	**$ 6,788**	**$ 13,463**
Net earnings	—	—	**—**	**1,359**	**—**	—	—	—	**—**	**1,137**	**2,496**
Other comprehensive income (loss)[(i)]	—	—	**—**	**42**	**—**	3	(6)	53	**50**	**34**	**126**
Comprehensive income (loss)	$ —	$ —	**$ —**	**$ 1,401**	**$ —**	$ 3	$ (6)	$ 53	**$ 50**	**$ 1,171**	**$ 2,622**
Transfer of revaluation reserve upon disposal of investment properties	—	—	**—**	**8**	**—**	—	—	(8)	**(8)**	**—**	**—**
Effect of equity-based compensation (notes 24 & 27)	53	—	**53**	**(1)**	**(3)**	—	—	—	**—**	**(10)**	**39**
Shares purchased and cancelled (note 24)	(86)	—	**(86)**	**(876)**	**—**	—	—	—	**—**	**—**	**(962)**
Net effect of shares held in trusts (notes 24 & 27)	1	—	**1**	**(2)**	**—**	—	—	—	**—**	**—**	**(1)**
Loblaw capital transactions and dividends	—	—	**—**	**—**	**(509)**	—	—	—	**—**	**(1,054)**	**(1,563)**
Dividends declared											
Per common share ($) (note 24)											
– $3.173	—	—	**—**	**(418)**	**—**	—	—	—	**—**	**—**	**(418)**
Per preferred share ($) (note 24)											
– Series I – $1.45	—	—	**—**	**(13)**	**—**	—	—	—	**—**	**—**	**(13)**
– Series III – $1.30	—	—	**—**	**(10)**	**—**	—	—	—	**—**	**—**	**(10)**
– Series IV – $1.30	—	—	**—**	**(10)**	**—**	—	—	—	**—**	**—**	**(10)**
– Series V – $1.1875	—	—	**—**	**(10)**	**—**	—	—	—	**—**	**—**	**(10)**
	$ (32)	$ —	**$ (32)**	**$ (1,332)**	**$ (512)**	$ —	$ —	$ (8)	**$ (8)**	**$ (1,064)**	**$ (2,948)**
Balance as at Dec. 31, 2024	$ 2,476	$ 817	**$ 3,293**	**$ 5,490**	**$ (2,787)**	$ 31	$ (5)	$ 220	**$ 246**	**$ 6,895**	**$ 13,137**

(millions of Canadian dollars except where otherwise indicated)	Common Shares	Preferred Shares	**Total Share Capital**	**Retained Earnings**	**Contributed Surplus**	Foreign Currency Translation Adjustment	Cash Flow Hedges and Other	Adjustment to Fair Value on Transfer of Investment Properties	**Total Accumulated Other Comprehensive Income**	**Non-Controlling Interests**	**Total Equity**
Balance as at Dec. 31, 2022	$ 2,616	$ 817	**$ 3,433**	**$ 5,075**	**$ (1,864)**	$ 28	$ 5	$ 164	**$ 197**	**$ 6,339**	**$ 13,180**
Net earnings	—	—	**—**	**1,540**	**—**	—	—	—	**—**	**1,085**	**2,625**
Other comprehensive income (loss)[(i)]	—	—	**—**	**105**	**—**	—	(4)	11	**7**	**96**	**208**
Comprehensive income (loss)	$ —	$ —	**$ —**	**$ 1,645**	**$ —**	$ —	$ (4)	$ 11	**$ 7**	**$ 1,181**	**$ 2,833**
Effect of equity-based compensation (notes 24 & 27)	8	—	**8**	**—**	**8**	—	—	—	**—**	**7**	**23**
Shares purchased and cancelled (note 24)	(116)	—	**(116)**	**(874)**	**—**	—	—	—	**—**	**—**	**(990)**
Net effect of shares held in trusts (notes 24 & 27)	—	—	**—**	**1**	**—**	—	—	—	**—**	**—**	**1**
Loblaw capital transactions and dividends	—	—	**—**	**—**	**(419)**	—	—	—	**—**	**(739)**	**(1,158)**
Dividends declared											
Per common share ($) (note 24)											
– $2.799	—	—	**—**	**(383)**	**—**	—	—	—	**—**	**—**	**(383)**
Per preferred share ($) (note 24)											
– Series I – $1.45	—	—	**—**	**(13)**	**—**	—	—	—	**—**	**—**	**(13)**
– Series III – $1.30	—	—	**—**	**(10)**	**—**	—	—	—	**—**	**—**	**(10)**
– Series IV – $1.30	—	—	**—**	**(10)**	**—**	—	—	—	**—**	**—**	**(10)**
– Series V – $1.1875	—	—	**—**	**(10)**	**—**	—	—	—	**—**	**—**	**(10)**
	$ (108)	$ —	**$ (108)**	**$ (1,299)**	**$ (411)**	$ —	$ —	$ —	**$ —**	**$ (732)**	**$ (2,550)**
Balance as at Dec. 31, 2023	$ 2,508	$ 817	**$ 3,325**	**$ 5,421**	**$ (2,275)**	$ 28	$ 1	$ 175	**$ 204**	**$ 6,788**	**$ 13,463**

(i) Other comprehensive income (loss) includes an actuarial gain of $78 million (2023 – gain of $199 million), of which $42 million (2023 – gain of $105 million) is presented in retained earnings, and $36 million (2023 – gain of $94 million) in non-controlling interests. Also included in non-controlling interests is a $3 million loss on cash flow hedges (2023 – gain of $2 million) and a gain of $1 million on foreign currency translation adjustments (2023 – nominal loss).

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Cash Flows

For the years ended December 31 (millions of Canadian dollars)	2024	2023
Operating Activities		
Net earnings	**$ 2,496**	$ 2,625
Add (deduct):		
Net interest expense and other financing charges (note 6)	**972**	889
Income taxes (note 7)	**908**	849
Depreciation and amortization	**2,611**	2,532
Asset impairments, net of recoveries (notes 14 & 29)	**22**	24
Adjustment to fair value of investment properties and assets held for sale (notes 13 & 15)	**8**	(26)
Adjustment to fair value of investment in real estate securities (note 30)	**36**	64
Change in allowance for credit card receivables (note 11)	**7**	50
Change in provisions (note 21)	**397**	17
Change in non-cash working capital (note 9)	**35**	(75)
Change in gross credit card receivables (note 11)	**(105)**	(228)
Income taxes paid	**(1,285)**	(1,028)
Interest received	**81**	73
Other	**(118)**	85
Cash Flows from Operating Activities	**6,065**	5,851
Investing Activities		
Fixed asset and investment properties purchases (notes 14 & 15)	**(2,018)**	(1,935)
Intangible asset additions (note 17)	**(377)**	(407)
(Purchase) disposal of short-term investments	**(176)**	31
Proceeds from disposal of assets (notes 14, 15 & 29)	**331**	409
Lease payments received from finance leases	**9**	13
(Advances) repayments of mortgages, loans and notes receivable (note 19)	**(35)**	229
Increase in security deposits	**—**	(2)
Disposal of long-term securities (note 19)	**81**	45
Other	**(115)**	(49)
Cash Flows used in Investing Activities	**(2,300)**	(1,666)
Financing Activities		
(Decrease) increase in bank indebtedness (note 33)	**(13)**	5
(Decrease) increase in short-term debt (note 11)	**(50)**	150
Increase in demand deposits from customers	**187**	41
Long-term debt – Issued (note 22)	**2,613**	1,939
– Repayments (note 22)	**(2,285)**	(1,714)
Interest paid	**(960)**	(918)
Cash rent paid on lease liabilities – Interest (notes 6 & 29)	**(236)**	(207)
Cash rent paid on lease liabilities – Principal (note 29)	**(672)**	(654)
Share capital – Issued (notes 24 & 27)	**48**	7
– Purchased and held in trusts (note 24)	**(10)**	(7)
– Purchased and cancelled (note 24)	**(990)**	(1,001)
Loblaw common share capital – Issued (note 27)	**147**	61
– Purchased and held in trusts	**(72)**	(72)
– Purchased and cancelled	**(1,008)**	(882)
Dividends – To common shareholders	**(399)**	(381)
– To preferred shareholders	**(44)**	(44)
– To non-controlling interests	**(221)**	(272)
Proceeds from financial liabilities	**—**	47
Other	**(215)**	(147)
Cash Flows used in Financing Activities	**(4,180)**	(4,049)
Effect of foreign currency exchange rate changes on cash and cash equivalents	**12**	2
(Decrease) increase in Cash and Cash Equivalents	**(403)**	138
Cash and Cash Equivalents, Beginning of Year	**2,451**	2,313
Cash and Cash Equivalents, End of Year	**$ 2,048**	$ 2,451

See accompanying notes to the consolidated financial statements.

Notes to the Consolidated Financial Statements

Note 1. Nature and Description of the Reporting Entity

George Weston Limited ("GWL" or the "Company") is a Canadian public company incorporated in 1928, with its registered office located at 22 St. Clair Avenue East, Toronto, Canada M4T 2S5. The Company's parent is Wittington Investments, Limited ("Wittington").

The Company operates through its two reportable operating segments: Loblaw Companies Limited ("Loblaw") and Choice Properties Real Estate Investment Trust ("Choice Properties"). Effect of consolidation includes eliminations, intersegment adjustments and other consolidation adjustments. Cash and short-term investments and other investments held by the Company, and all other company level activities that are not allocated to the reportable operating segments, such as net interest expense, corporate activities and administrative costs are included in GWL Corporate.

Loblaw has two reportable operating segments, retail and financial services. Loblaw's retail segment consists primarily of food retail and drug retail. Loblaw provides Canadians with grocery, pharmacy and healthcare services, health and beauty products, apparel, general merchandise and financial services.

Choice Properties owns, manages and develops a high-quality portfolio of commercial and residential properties across Canada.

Note 2. Material Accounting Policies

STATEMENT OF COMPLIANCE The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards" or "GAAP") and using the accounting policies described herein.

These consolidated financial statements were authorized for issuance by the Company's Board of Directors ("Board") on February 25, 2025.

BASIS OF PREPARATION The consolidated financial statements were prepared on a historical cost basis except for the following items that were measured at fair value:

- investment properties as described in note 15;
- defined benefit pension plan assets with the obligations related to these pension plans measured at their discounted present value as described in note 26;
- amounts recognized for cash-settled equity-based compensation arrangements as described in note 27; and
- certain financial instruments as described in note 30.

The accounting policies set out below have been applied consistently in the preparation of the consolidated financial statements for all years presented.

The consolidated financial statements are presented in Canadian dollars.

FISCAL YEAR The Company's year end is December 31. Activities are reported on a fiscal year ending on the Saturday closest to December 31. As a result, the Company's fiscal year is usually 52 weeks in duration but includes a 53rd week every five to six years. The years ended December 31, 2024 and December 31, 2023 contained 52 weeks.

BASIS OF CONSOLIDATION The consolidated financial statements include the accounts of GWL and other entities that the Company controls. Control exists when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entities' returns. The Company assesses control on an ongoing basis. The Company's interest in the voting share capital of its subsidiaries is 100%, except for Loblaw and Choice Properties (see note 5).

Structured entities are entities controlled by the Company which were designed so that voting or similar rights are not the dominant factor in deciding who controls the entity. Structured entities are consolidated if, based on an evaluation of the substance of its relationship with the Company, the Company concludes that it controls the structured entity. Structured entities controlled by the Company were established under terms that impose strict limitations on the decision-making powers of the structured entities' management and that results in the Company receiving the majority of the benefits related to the structured entities' operations and net assets, being exposed to the majority of risks incident to the structured entities' activities, and retaining the majority of the residual or ownership risks related to the structured entities or their assets.

Transactions and balances between the Company and its consolidated entities have been eliminated on consolidation.

Non-controlling interests are recorded in the consolidated financial statements and represent the non-controlling shareholders' portion of the net assets and net earnings of Loblaw. Transactions with non-controlling interests are treated as transactions with equity owners of the Company. Changes in GWL's ownership interest in its subsidiaries are accounted for as equity transactions.

Choice Properties' Trust Units held by non-controlling interests are presented as a liability as the Trust Units are redeemable for cash at the option of the holder, subject to certain restrictions.

Loblaw consolidates the Associates as well as the franchisees of its food retail stores that are subject to a simplified franchise agreement implemented in 2015. An "Associate" is a pharmacist-owner of a corporation that is licensed to operate a retail drug store at a specific location using Loblaw's trademarks. The consolidation of Associates and franchisees is based on the concept of control, for accounting purposes, which was determined to exist through the agreements that govern the relationships between Loblaw and the Associates and franchisees. Loblaw does not have any direct or indirect shareholdings in the corporations that operate the Associates. Associate interest reflects the investment the Associates have in the net assets of their businesses. Under the terms of the Associate Agreements, Shoppers Drug Mart Inc. (or an affiliate thereof) agrees to purchase the assets that the Associates use in store operations, primarily at the carrying value to the Associate, when Associate Agreements are terminated by either party. The Associates' corporations and the franchisees remain separate legal entities.

BUSINESS COMBINATIONS Business combinations are accounted for using the acquisition method as of the date when control is transferred to the Company. The Company measures goodwill as the excess of the sum of the fair value of the consideration transferred over the net identifiable assets acquired and liabilities assumed, all measured as at the acquisition date. Transaction costs that the Company incurs in connection with a business combination, other than those associated with the issue of debt or equity securities, are expensed as incurred.

NET EARNINGS PER COMMON SHARE Basic net earnings per common share ("EPS") is calculated by dividing the net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated by adjusting the net earnings available to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive instruments.

REVENUE RECOGNITION The Company recognizes revenue when control of the goods or services has been transferred. Revenue is measured at the amount of consideration to which the Company expects to be entitled to.

Loblaw Retail Revenue includes the sale of goods and services to customers through corporate, franchise-owned retail food and Associate-owned drug stores, which includes in-store pharmacies, health care services and other health and beauty products, apparel and other general merchandise. Revenue is measured at the amount of consideration to which the Company expects to be entitled to, net of estimated returns and sales incentives. The Company recognizes revenue made through corporate, franchise and Associate stores at the time the point of sale is made or when service is delivered to the customers. The Company recognizes revenue made through independent wholesale customers at the time of delivery of inventory.

For certain sale of goods in which the Company earns commissions, including but not limited to lottery and third party gift cards, the Company records net revenue as an agent on the basis that the Company does not control pricing or bear inventory risk.

Loblaw Financial Services Revenue includes interest income on credit card loans, credit card membership fees and service fees, commissions, and other revenue related to financial services. Interest income is recognized using the effective interest method. Credit card membership fees and service fees are recognized when services are rendered. Commission revenue is recorded on a net basis. Other revenue is recognized periodically or according to contractual provisions.

Choice Properties Revenue includes rental revenue on lease components, including the recovery of property taxes and insurance, earned from tenants under lease agreements. The rental revenue is recognized on a straight-line basis over the terms of the respective leases. Property operating cost recoveries are recognized in the period that recoverable costs are incurred to the tenants. Contingent rental income is recognized when it arises.

INCOME TAXES Current and deferred taxes are recognized in the consolidated statements of earnings, except for current and deferred taxes related to a business combination, or amounts charged directly to equity or other comprehensive income, which are recognized in the consolidated balance sheets.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the asset and liability method of accounting on temporary differences arising between the financial statement carrying values of existing assets and liabilities and their respective income tax bases. Deferred tax is measured using enacted or substantively enacted income tax rates expected to apply in the years in which those temporary differences are expected to be recovered or settled. A deferred tax asset is recognized for temporary differences as well as unused tax losses and credits to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different taxable entities where the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is recorded on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

In 2023, the Company adopted the amendments to International Accounting Standard ("IAS") 12, "Income Taxes", issued in May 2023, introducing a mandatory temporary exception to the requirements of IAS 12 under which a company does not recognize or disclose information about deferred tax assets and liabilities related to the proposed Organization for Economic Co-operation and Development ("OECD") Pillar Two model rules ("Pillar Two"). The Company applied the temporary exception as of December 31, 2024 as disclosed in note 7.

Choice Properties qualifies as a "mutual fund trust" and a real estate investment trust ("REIT") under the Income Tax Act (Canada). Certain legislation relating to the federal income taxation of Specified Investment Flow Through trusts or partnerships ("SIFT") provide that certain distributions from a SIFT will not be deductible in computing the SIFT's taxable income and that the SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to Canadian corporations.

Under the SIFT rules, the taxation regime will not apply to a REIT that meets prescribed conditions relating to the nature of its assets and revenue (the "REIT Conditions") and distributions may be deducted against the REIT's taxable income. Choice Properties has reviewed the SIFT rules and has assessed its interpretation and application to Choice Properties' assets and revenue and has determined that it meets the REIT Conditions. The Trustees intend to distribute annually all taxable income directly earned by Choice Properties to Unitholders and to deduct such distributions for income tax purposes and, accordingly, no net current income tax expense or deferred income tax assets or liabilities have been recorded in the consolidated financial statements of Choice Properties related to its Canadian investment properties.

Choice Properties also consolidates certain taxable entities in Canada for which current and deferred income taxes are recorded. Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

CASH EQUIVALENTS Cash equivalents consist of highly liquid marketable investments, such as government treasury bills and bankers' acceptances with an original maturity date of 90 days or less from the date of acquisition. Credit card and debit card transactions that typically process in three days or less are also classified as cash equivalents.

SHORT-TERM INVESTMENTS Short-term investments are investments in highly liquid and rated certificates of deposit, commercial paper or other securities, primarily Canadian and United States government securities and notes of other creditworthy parties, with an original term to maturity of more than 90 days and remaining term to maturity of less than one year from the date of acquisition.

SECURITY DEPOSITS Security deposits consist of cash and cash equivalents and short-term investments. Security deposits also include amounts which are required to be placed with counterparties as collateral to enter into and maintain certain outstanding letters of credit and certain financial derivative contracts.

CREDIT CARD RECEIVABLES Loblaw, through President's Choice Bank ("PC Bank"), a wholly-owned subsidiary of Loblaw, has credit card receivables that are stated net of an allowance. Interest income is recorded in revenue and interest expense is recorded in net interest expense and other financing charges using the effective interest method. The effective interest rate is the rate that discounts the estimated future cash receipts through the expected life of the credit card receivable (or, where appropriate, a shorter period) to the carrying amount. When calculating the effective interest rate, Loblaw estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses. For credit-impaired credit card receivables, a credit-adjusted effective interest rate is calculated using estimated future cash flows including expected credit losses.

The Company applies the expected credit loss ("ECL") model to assess impairment on its credit card receivables at each balance sheet date. Credit card receivables are assessed collectively for impairment by applying the three-stage approach. Refer to the Impairment of Financial Assets policy for details of each stage. The application of the ECL model requires PC Bank to apply significant judgments, assumptions and estimations (see note 3).

Impairment losses and reversals are recorded in selling, general and administrative expenses ("SG&A") in the consolidated statements of earnings with the carrying amount of the credit card receivables adjusted through the use of allowance accounts.

Loblaw, through PC Bank, participates in various securitization programs that provide the primary source of funds for the operation of its credit card business. PC Bank maintains and monitors co-ownership interest in credit card receivables with independent securitization trusts, in accordance with its financing requirements. PC Bank is required to absorb a portion of the related credit losses. As a result, Loblaw has not transferred all of the risks and rewards related to these assets and continues to recognize these assets in credit card receivables. The transferred receivables are accounted for as financing transactions. The associated liabilities secured by these assets are included in either short-term debt or long-term debt based on their characteristics and are carried at amortized cost. Loblaw provides a standby letter of credit for the benefit of the independent securitization trusts.

Eagle Credit Card Trust PC Bank participates in a single seller revolving co-ownership securitization program with Eagle Credit Card Trust ("Eagle") and continues to service the credit card receivables on behalf of Eagle, but does not receive any fee for its servicing obligations and has a retained interest in the securitized receivables represented by the right to future cash flows after obligations to investors have been met. Loblaw consolidates Eagle as a structured entity.

Other Independent Securitization Trusts The Other Independent Securitization Trusts administer multi-seller, multi-asset securitization programs that acquire assets from various participants, including credit card receivables from PC Bank. These trusts are managed by major Canadian chartered banks. PC Bank does not control the trusts through voting interests and does not exercise any control over the trusts' management, administration or assets. The activities of these trusts are conducted on behalf of the participants and each trust is a conduit through which funds are raised to purchase assets through the issuance of senior and subordinated short-term and medium-term asset backed notes. These trusts are unconsolidated structured entities.

INVENTORIES The Company values inventories at the lower of cost and net realizable value. Cost includes the costs of purchases net of vendor allowances plus other costs, such as transportation, that are directly incurred to bring inventories to their present location and condition. Inventories are measured at weighted average cost.

Loblaw estimates net realizable value as the amount that inventories are expected to be sold taking into consideration fluctuations in retail prices due to seasonality less estimated costs necessary to make the sale. Inventories are written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage or declining selling prices. When circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in selling prices, the amount of the write-down previously recorded is reversed. Storage costs, indirect administrative overhead and certain selling costs related to inventories are expensed in the period that these costs are incurred.

VENDOR ALLOWANCES Loblaw receives allowances from certain of its vendors whose products it purchases. These allowances are received for a variety of buying and/or merchandising activities, including vendor programs such as volume purchase allowances, purchase discounts, listing fees and exclusivity allowances. Allowances received from a vendor are a reduction in the cost of the vendor's products and services, and are recognized as a reduction in the cost of sales and the related inventory in the consolidated statements of earnings and the consolidated balance sheets, respectively, when it is probable that they will be received and the amount of the allowance can be reliably estimated. Amounts received but not yet earned are presented in other liabilities as deferred vendor allowances.

Certain exceptions apply if the consideration is a payment for goods or services delivered to the vendor or for direct reimbursement of selling costs incurred to promote goods. The consideration is then recognized as a reduction of the cost incurred in the consolidated statements of earnings.

ASSETS HELD FOR SALE Non-current assets or disposal groups are classified as assets held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Assets classified as held for sale are measured at the lower of the carrying amount or fair value less cost to sell and are not depreciated. The fair value measurement of assets held for sale is categorized within Level 2 of the fair value hierarchy. Assets that were previously classified as investment properties are measured using the fair value model consistent with properties classified as investment properties.

FIXED ASSETS Fixed assets are recognized and subsequently measured at cost less accumulated depreciation and any net accumulated impairment losses.

Borrowing costs directly attributable to the acquisition, construction or production of fixed assets that necessarily take a substantial period of time to prepare for their intended use and a proportionate share of general borrowings, are capitalized to the cost of those fixed assets, based on a quarterly weighted average cost of borrowing. All other borrowing costs are expensed as incurred and recognized in net interest expense and other financing charges.

Gains and losses on disposal of fixed assets are determined by comparing the fair value of proceeds from disposal with the net book value of the assets and are recognized net in operating income. For transactions in which the sale of a fixed asset satisfies the requirements of IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15"), and the asset is leased back by the Company, the Company recognizes, in operating income, only the amount of gains or losses that relate to the rights transferred to the purchaser.

Fixed assets are depreciated on a straight-line basis over their estimated useful lives to their estimated residual value when the assets are available for use. When significant parts of a fixed asset have different useful lives, they are accounted for as separate components and depreciated separately. Estimated useful lives are as follows:

Buildings	10 to 40 years
Equipment and fixtures	2 to 20 years
Building improvements	up to 10 years
Leasehold improvements	Lesser of term of the lease and useful life up to 25 years[(i)]

(i) If it is reasonably certain that the Company will obtain ownership of the leased asset by the end of the lease term, the associated leasehold improvements are depreciated over the useful life of the asset on the same basis as owned assets.

Fixed assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. Refer to the Impairment of Non-Financial Assets policy.

LEASES

As a Lessee At inception of a contract, the Company determines whether a contract is or contains a lease. When a contract contains both lease and non-lease components, the Company will allocate the consideration in the contract to each of the components on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. Relative stand-alone prices are determined by maximizing the most observable supplier prices for a similar asset and/or service.

The Company recognizes a right-of-use asset and a lease liability based on the present value of future lease payments when the leased asset is available for use by the Company. Lease payments for assets that are exempt through the short-term or low-value exemptions and variable payments not based on an index or rate are recognized in cost of sales and SG&A on the most systematic basis.

The measurement of lease liabilities includes the fixed and in-substance fixed payments and variable lease payments that depend on an index or a rate, less any lease incentives receivable. If applicable, lease liabilities will also include a purchase option exercise price if the Company is reasonably certain to exercise that option, termination penalties if the lease term also reflects the termination option and amounts expected to be payable under a residual value guarantee. Subsequent to initial measurement, the Company measures lease liabilities at amortized cost using the effective interest method. Lease liabilities are remeasured when there is a change in management's assessment of whether it will exercise a renewal or termination option or a change in future lease payments due to a change in index or rate. Right-of-use assets are adjusted by the same remeasurement amount.

Right-of-use assets are measured at the initial amount of the lease liabilities plus any initial direct costs, lease payments made at or before the commencement date net of lease incentives received, and decommissioning costs. Subsequent to initial measurement, the Company applies the cost model with the exception of the fair value model application to right-of-use assets that meet the definition of investment properties. Right-of-use assets are measured at cost less accumulated depreciation, net accumulated impairment losses, and any remeasurements of lease liabilities. The assets are depreciated on a straight-line basis over the earlier of the assets' useful lives or the end of the lease terms. Right-of-use assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. Refer to the Impairment of Non-Financial Assets policy.

Discount rates used in the present value calculation are the interest rates implicit in the leases, or if the rates cannot be readily determined, the Company's incremental borrowing rates. Lease terms applied are the contractual non-cancellable periods of the leases plus periods covered by an option to renew the leases if the Company is reasonably certain to exercise that option and the periods covered by an option to terminate the leases if the Company is reasonably certain not to exercise that option.

For sale and leaseback transactions, the Company applies the requirements of IFRS 15 to determine whether the transfer of the asset should be accounted for as a sale. If the transfer of the asset is a sale in accordance with IFRS 15, the Company will measure the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the Company. If the transfer of the asset is not a sale in accordance with IFRS 15, the Company will continue to account for the asset under IAS 16, "Property, Plant and Equipment" and recognize the proceeds received as financial liabilities.

As a Lessor At the date the Company makes the underlying leased asset available for use to the lessee, the Company classifies each lease as either an operating lease or a finance lease. A lease is a finance lease if it transfers substantially all the risks and rewards of the underlying asset to the lessee; otherwise, the lease is an operating lease. Rental income from operating leases is recognized on a straight-line basis over the lease term. Rental income from finance leases is recognized on a systematic basis that reflects the Company's rate of return on the net investment in the leased asset.

When the Company is an intermediate lessor, it will assess the sublease classification by reference to the right-of-use asset. The Company considers factors such as whether the sublease term covers a major portion of the head lease term.

INVESTMENT PROPERTIES Investment properties include income producing properties and properties under development that are owned by the Company and held to either earn rental income, for capital appreciation, or both. The Company's investment properties include single tenant properties held to earn rental income and certain multiple tenant properties. Land and buildings leased to franchisees are not accounted for as investment properties as these properties are related to the Company's operating activities.

Income producing properties are measured using the fair value model. Under the fair value model, investment properties are initially measured at cost and subsequently measured at fair value. Fair value is determined based on available market evidence. If market evidence is not readily available in less active markets, the Company uses alternative valuation methods such as discounted cash flow projections or recent transaction prices. Under the discounted cash flow methodology, discount rates are applied to the future cash flows over the holding period, generally over a minimum term of ten years, including a terminal value of the investment properties based on a terminal capitalization rate applied to the estimated net operating income in the terminal year. Gains and losses on fair value are recognized in operating income in the period in which they are incurred. Gains and losses from disposal of investment properties are determined by comparing the fair value of disposal proceeds and the carrying amount and are recognized in operating income.

When a property changes from own use to investment property, the property is remeasured to fair value. Any gain arising from the remeasurement is recognized in operating income to the extent that it reverses a previous impairment loss on that property, with any remaining gain recognized in other comprehensive income. Any loss on remeasurement is recognized in operating income. All subsequent changes in fair value of the property are recognized in operating income. Upon sale of an investment property that was previously classified as fixed assets, amounts included in the revaluation reserve are transferred to retained earnings.

When an investment property carried at fair value changes to own use, the property is recognized in fixed assets at the fair value at the date of change in use. The property is subsequently accounted for under the accounting policy for fixed assets.

Properties under development include specifically identifiable costs incurred in the period before construction is complete, and are transferred to income producing properties at their fair value upon practical completion.

JOINT ARRANGEMENTS The Company, through Choice Properties, owns investments under joint arrangements. Joint arrangements are arrangements of which two or more parties have joint control. Joint control is the contractual sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Joint arrangements are classified as either joint operations or joint ventures depending on Choice Properties' rights and obligations in the arrangement based on factors such as the structure, legal form and contractual terms of the arrangement.

Joint Ventures A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement.

The Company's investment in a joint venture is recorded using the equity method and is initially recognized in the consolidated balance sheet at cost and adjusted thereafter to recognize Choice Properties' share of the profit or loss and other comprehensive income or loss of the joint venture. The Company's share of the joint venture's profit or loss is recognized in the Company's operating income and other comprehensive income.

A joint venture is considered to be impaired if there is objective evidence of impairment, as a result of one or more events that occurred after initial recognition of the joint venture, and that event has a negative impact on the future cash flows of the joint venture that can be reliably estimated.

Joint Operations A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities relating to the arrangement. The financial statements of the joint operations are prepared for the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Company's. The Company recognizes its proportionate share of assets, liabilities, revenues and expenses of the joint operations.

GOODWILL Goodwill arising in a business combination is recognized as an asset at the date that control is acquired. Goodwill is subsequently measured at cost less accumulated impairment losses. Goodwill is not amortized but is tested for impairment on an annual basis or more frequently if there are indicators that goodwill may be impaired as described in the Impairment of Non-Financial Assets policy.

INTANGIBLE ASSETS Intangible assets with finite lives are measured at cost less accumulated amortization and any accumulated impairment losses. These intangible assets are amortized on a straight-line basis over their estimated useful lives, ranging from 3 to 30 years, and are tested for impairment as described in the Impairment of Non-Financial Assets policy. Useful lives, residual values and amortization methods for intangible assets with finite useful lives are reviewed at least annually. Amortization expense for intangible assets is recognized in SG&A.

Indefinite life intangible assets are measured at cost less any accumulated impairment losses. These intangible assets are tested for impairment on an annual basis or more frequently if there are indicators that intangible assets may be impaired as described in the Impairment of Non-Financial Assets policy.

IMPAIRMENT OF NON-FINANCIAL ASSETS At each balance sheet date, the Company reviews the carrying amounts of its non-financial assets at the cash generating unit ("CGU") level, other than inventories, deferred tax assets and investment properties, to determine whether there is any indication of impairment. If any such indication exists, the asset is then tested for impairment by comparing its recoverable amount to its carrying value. Goodwill and indefinite life intangible assets are tested for impairment at least annually.

For the purpose of impairment testing, assets, including right-of-use assets, are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of cash inflows of other assets or groups of assets. This grouping is referred to as a CGU. The Company has determined that each retail location is a separate CGU for purposes of impairment testing.

Goodwill arising from a business combination is tested for impairment at the minimum grouping of CGUs that are expected to benefit from the synergies of the business combination from which the goodwill arose.

The recoverable amount of a CGU or CGU grouping is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows from the CGU or CGU grouping discounted to their present value using a pre-tax discount rate in a discounted cash flow model that reflects current market assessments of the time value of money and the risks specific to the CGU or CGU grouping. If the CGU or CGU grouping includes right-of-use assets in its carrying amount, the pre-tax discount rate reflects the risks associated with the exclusion of lease payments from the estimated future cash flows. The fair value less costs to sell reflects the amount that could be obtained from the disposal of the CGU or CGU grouping in an arm's length transaction between knowledgeable and willing parties, net of estimates of the costs of disposal.

An impairment loss is recognized if the carrying amount of a CGU or CGU grouping exceeds its recoverable amount. For asset impairments other than goodwill, the impairment loss reduces the carrying amounts of the non-financial assets in the CGU on a pro-rata basis, up to an asset's individual recoverable amount. Any loss identified from goodwill impairment testing is first applied to reduce the carrying amount of goodwill allocated to the CGU grouping, and then to reduce the carrying amounts of the other non-financial assets in the CGU or CGU grouping on a pro-rata basis.

For assets other than goodwill, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss in respect of goodwill is not reversed.

Impairment losses and reversals are recognized in SG&A.

CUSTOMER LOYALTY AWARDS PROGRAM Loblaw defers revenue at the time the award is earned by loyalty program members based on the relative fair value of the award. The relative fair value is determined by allocating consideration between the fair value of the loyalty awards earned by loyalty program members, net of breakage, and the goods and services on which the awards were earned, based on their relative stand-alone selling price. The estimated fair value per point for the PC Optimum™ loyalty program is determined based on the program reward schedule and is $1 for every 1,000 points earned. The breakage rate of the program is an estimate of the amount of points that will never be redeemed. The rate is reviewed on an ongoing basis and is estimated utilizing historical redemption activity and anticipated earn and redeem behaviour of members. The majority of Loblaw's loyalty liability, a contract liability, is expected to be redeemed and recognized as revenue within one year of issuance.

FINANCIAL INSTRUMENTS AND DERIVATIVE FINANCIAL INSTRUMENTS Financial assets and liabilities are recognized when the Company becomes party to the contractual provisions of the financial instrument. Upon initial recognition, financial instruments, including derivatives and embedded derivatives in certain contracts, are measured at fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of financial instruments that are not classified as fair value through profit or loss.

Fair values are based on quoted market prices where available from active markets, otherwise fair values are estimated using valuation methodologies, primarily discounted cash flows taking into account external market inputs where possible. The amortized cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal payments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount recognized and the maturity amount, minus any reduction for impairment.

The following table summarizes the classification and measurement of the Company's financial assets and liabilities:

Asset / Liability	Classification / Measurement
Cash and cash equivalents	Amortized cost
Short-term investments	Amortized cost
Accounts receivable	Amortized cost
Credit card receivables	Amortized cost
Security deposits	Fair value through profit and loss
Certain other assets	Amortized cost / fair value through profit and loss
Long-term securities	Fair value through other comprehensive income
Bank indebtedness	Amortized cost
Trade payables and other liabilities	Amortized cost
Demand deposits from customers	Amortized cost
Short-term debt	Amortized cost
Long-term debt	Amortized cost
Trust Unit liability	Fair value through profit and loss
Associate interest	Amortized cost
Certain other liabilities	Amortized cost
Derivatives	Fair value through profit and loss / fair value through other comprehensive income

Financial derivative instruments in the form of forwards and futures, as well as non-financial derivatives in the form of futures contracts, options contracts and forward contracts, are recorded at fair value on the consolidated balance sheet. The Company does not use derivative instruments for speculative purposes. Embedded derivatives are separated from the host contract and accounted for separately on the consolidated balance sheet at fair value if the host contract is not a financial asset. Derivative instruments are recorded in current or non-current assets and liabilities based on their remaining terms to maturity. All changes in fair values of the derivative instruments are recorded in net earnings unless the derivative qualifies and is effective as a hedging item in a designated hedging relationship.

The Company has cash flow hedges which are used to manage exposure to fluctuations in foreign currency exchange and interest rates. The effective portion of the change in fair value of the hedging item is recorded in other comprehensive income. If the change in fair value of the hedging item is not completely offset by the change in fair value of the hedged item, the ineffective portion of the hedging relationship is recorded in net earnings. Amounts accumulated in other comprehensive income are reclassified to net earnings when the hedged item is recognized in net earnings. The Company ensures that the hedge accounting relationships are aligned with the Company's risk management objectives and strategy and applies a more qualitative and forward-looking approach to assessing hedge effectiveness. The Company's risk management strategy and hedging activities are disclosed in note 30, "Financial Instruments" and note 31, "Financial Risk Management".

Gains and losses on financial assets and financial liabilities classified as fair value through profit and loss ("FVTPL") are recognized in net earnings in the period in which they are incurred. Settlement date accounting is used to account for the purchase and sale of financial assets. Gains or losses between the trade date and settlement date on FVTPL financial assets are recorded in net earnings.

Valuation Process The determination of the fair value of financial instruments is performed by the Company's treasury and financial reporting departments on a quarterly basis. There was no change in the valuation techniques applied to financial instruments during the current year. The following table describes the valuation techniques used in the determination of the fair values of financial instruments:

Type	Valuation Approach
Cash and cash equivalents, Short-term investments, Security deposits, Accounts receivable, Credit card receivables, Bank indebtedness, Trade payables and other liabilities, Demand deposits from customers and Short-term debt	The carrying amount approximates fair value due to the short-term maturity of these instruments.
Derivatives	Specific valuation techniques used to value derivative financial instruments include: • Quoted market prices or dealer quotes for similar instruments; and • The fair values of other derivative instruments are determined based on observable market information as well as valuations determined by external valuators with experience in financial markets.
Long-term debt, Trust Unit liability and Certain other financial instruments	The fair value is based on the present value of contractual cash flows, discounted at the Company's current incremental borrowing rate for similar types of borrowing arrangements or, where applicable, quoted market prices.

Impairment of Financial Assets The Company applies a forward-looking ECL model at each balance sheet date to financial assets measured at amortized cost or those measured at fair value through other comprehensive income, except for investments in equity instruments.

The ECL model applied to financial assets requires judgment, assumptions and estimations on changes in credit risks, forecasts of future economic conditions and historical information on the credit quality of the financial asset. Consideration of how changes in economic factors affect ECLs are determined on a probability-weighted basis.

Impairment losses and reversals are recorded in SG&A with the carrying amount of the financial asset or group of financial assets adjusted through the use of allowance accounts.

FOREIGN CURRENCY TRANSLATION The functional currency of the Company is the Canadian dollar.

Transactions in foreign currencies are translated into the functional currency at the foreign currency exchange rates that approximate the rates in effect at the dates when such items are transacted. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the balance sheet date. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are recognized in operating income.

The assets and liabilities of foreign operations that have a functional currency different from that of the Company, including goodwill and fair value adjustments arising on acquisition, are translated into the functional currency at the foreign currency exchange rate in effect at the balance sheet date. Revenues and expenses of foreign operations are translated into Canadian dollars at the foreign currency exchange rates that approximate the rates in effect at the dates when such items are transacted. The resulting foreign currency exchange gains or losses are recognized in the foreign currency translation adjustment as part of other comprehensive income. When such foreign operation is disposed of, the related foreign currency translation reserve is recognized in net earnings as part of the gain or loss on disposal. On the partial disposal of such foreign operation, the relevant proportion is reclassified to net earnings.

DEFINED BENEFIT POST-EMPLOYMENT PLANS The Company has a number of contributory and non-contributory defined benefit post-employment plans providing pension and other benefits to eligible employees. The defined benefit pension plans provide a pension based on length of service and eligible pay. The other defined benefits include health care, life insurance and dental benefits provided to eligible employees who retire at certain ages having met certain service requirements. The Company's net defined benefit plan obligations (assets) for each plan are actuarially calculated by a qualified actuary at the end of each annual reporting period using the projected unit credit method pro-rated based on service and management's best estimate of the discount rate, the rate of compensation increase, retirement rates, termination rates, mortality rates and expected growth rate of health care costs. The discount rate used to value the defined benefit plan obligation is based on high quality corporate bonds denominated in the same currency with cash flows that match the terms of the defined benefit plan obligations. Past service costs (credits) arising from plan amendments are recognized in operating income in the year that they arise. The actuarially determined net interest costs on the net defined benefit plan obligation are recognized in net interest expense and other financing charges.

The fair values of plan assets are deducted from the defined benefit plan obligations to arrive at the net defined benefit plan obligations (assets). For plans that result in a net defined benefit asset, the recognized asset is limited to the present value of economic benefits available in the form of future refunds from the plan or reductions in future contributions to the plan ("asset ceiling"). If it is anticipated that the Company will not be able to recover the value of the net defined benefit asset, after considering minimum funding requirements, the net defined benefit asset is reduced to the amount of the asset ceiling. When the payment in the future of minimum funding requirements related to past service would result in a net defined benefit surplus or an increase in a surplus, the minimum funding requirements are recognized as a liability to the extent that the surplus would not be fully available as a refund or a reduction in future contributions.

Remeasurements including actuarial gains and losses, the effect of the asset ceiling (if applicable) and the impact of any minimum funding requirements are recognized through other comprehensive income and subsequently reclassified from accumulated other comprehensive income to retained earnings.

OTHER LONG-TERM EMPLOYEE BENEFIT PLANS The Company offers other long-term employee benefits including contributory long-term disability benefits and non-contributory continuation of health care and dental benefits to employees who are on long-term disability leave. As the amount of the long-term disability benefit does not depend on length of service, the obligation is recognized when an event occurs that gives rise to an obligation to make payments. The accounting for other long-term employee benefit plans is similar to the method used for defined benefit plans except that all actuarial gains and losses are recognized in operating income.

DEFINED CONTRIBUTION PLANS The Company maintains a number of defined contribution pension plans for employees in which the Company pays fixed contributions for eligible employees into a registered plan and has no further significant obligation to pay any further amounts. The costs of benefits for defined contribution plans are expensed as employees have rendered service.

MULTI-EMPLOYER PENSION PLANS The Company participates in multi-employer pension plans ("MEPPs") which are accounted for as defined contribution plans. The Company's responsibility to make contributions to these plans is limited to amounts established pursuant to its collective agreements. Defined benefit MEPPs are accounted for as defined contribution plans as adequate information to account for the Company's participation in the plans is not available due to the size and number of contributing employers in the plans. The contributions made by the Company to MEPPs are expensed as contributions are due.

EQUITY-SETTLED EQUITY-BASED COMPENSATION PLANS Stock options, Restricted Share Units ("RSUs"), Performance Share Units ("PSUs"), Director Deferred Share Units ("DSUs") and Executive Deferred Share Units ("EDSUs") issued by the Company are substantially all settled in common shares and are accounted for as equity-settled awards.

The Company and Loblaw's stock options outstanding have a seven year term to expiry, vest 20% cumulatively on each anniversary date of the grant and are exercisable at the designated common share price, which is based on the greater of the volume weighted average trading prices of GWL or Loblaw common shares for either the five trading days prior to the date of grant or the trading day immediately preceding the grant date. The fair value of each tranche of options granted is measured separately at the grant date using a Black-Scholes option pricing model, and includes the following assumptions:

- The expected dividend yield is estimated based on the expected annual dividend prior to the option grant date and the closing share price as at the option grant date;
- The expected share price volatility is estimated based on the historical volatility of GWL or Loblaw over a period consistent with the expected life of the options;
- The risk-free interest rate is estimated based on the Government of Canada bond yield in effect at the grant date for a term to maturity equal to the expected life of the options; and
- The effect of expected exercise of options prior to expiry is incorporated into the weighted average expected life of the options, which is based on historical experience and general option holder behaviour.

RSUs and PSUs vest after the end of a three year performance period. The number of PSUs that vest is based on the achievement of specified performance measures. The fair value of each RSU and PSU granted is measured separately at the grant date based on the market value of a GWL or Loblaw common share. Dividends paid may be reinvested in RSUs and PSUs and are treated as capital transactions.

GWL and Loblaw established trusts for each of their RSU and PSU plans to facilitate the purchase of shares for future settlement upon vesting. Each company is the sponsor of their respective trusts and has assigned Computershare Trust Company of Canada as the trustee. GWL and Loblaw fund the purchase of shares for settlement. The trusts are considered structured entities and are consolidated in the Company's financial statements with the cost of the acquired shares recorded at book value as a reduction to share capital. Any premium on the acquisition of the shares above book value is applied to retained earnings until the shares are issued to settle RSU and PSU plan obligations.

Members of GWL's and Loblaw's Board, who are not management, may elect to receive a portion of their annual retainers and fees in the form of DSUs. Eligible executives of the Company may elect to defer up to 100% of the Short-Term Incentive Plan earned in any year into the EDSU plan. Dividends paid earn fractional DSUs and EDSUs, respectively and are treated as capital transactions. DSUs and EDSUs vest upon grant.

The compensation expense for equity-settled plans is prorated over the vesting or performance period, with a corresponding increase to contributed surplus. Forfeitures are estimated at the grant date and are revised to reflect changes in expected or actual forfeitures.

Upon exercise of options, the amount accumulated in contributed surplus for the award plus the cash received upon exercise is recognized as an increase in share capital. Upon settlement of RSUs and PSUs, the amount accumulated in contributed surplus for the award is reclassified to share capital, with any premium or discount applied to retained earnings.

CASH-SETTLED EQUITY-BASED COMPENSATION PLANS Unit Options, Restricted Units ("RUs"), Performance Units ("PUs"), Trustee Deferred Units ("DUs"), and Unit-Settled Restricted Units ("URUs") issued by Choice Properties are accounted for as cash-settled awards. The fair value of the amount payable to recipients in respect of these cash settled awards is re-measured at each balance sheet date, and a compensation expense is recognized in SG&A over the vesting period for each tranche with a corresponding change in the liability.

Choice Properties' Unit Options have a five to ten year term, vest 25% cumulatively on each anniversary date of the grant and are exercisable at the designated Unit price, which is based on the greater of the volume weighted average trading price of a Unit for the five trading days prior to the date of grant or the trading day immediately preceding the grant date. The fair value of each tranche is valued separately using a Black-Scholes option pricing model, and includes the following assumptions:

- The expected distribution yield is estimated based on the expected annual distribution prior to the balance sheet date and the closing Unit price as at the balance sheet date;
- The expected Unit price volatility is estimated based on the average volatility of Choice Properties' Unit price over a period consistent with the expected life of the options;
- The risk-free interest rate is estimated based on the Government of Canada bond yield in effect at the balance sheet date for a term to maturity equal to the expected life of the options; and
- The effect of expected exercise of options prior to expiry is incorporated into the weighted average expected life of the options, which is based on expectations of option holder behaviour.

RUs entitle certain employees to receive the value of the RU award in cash or Units at the employee's discretion at the end of the applicable vesting period, which is usually three years in length. The RU plan provides for the crediting of additional RUs in respect of distributions paid on Units for the period when a RU is outstanding. The fair value of each RU granted is measured based on the market value of a Unit at the balance sheet date.

PUs entitle certain employees to receive the value of the PU award in cash or Units at the end of the applicable performance period, which is usually three years in length, based on Choice Properties achieving certain performance conditions. The PU plan provides for the crediting of additional PUs in respect of distributions paid on Units for the period when a PU is outstanding. The fair value of each PU granted is measured based on the market value of a Unit and an estimate of the performance conditions being met at the balance sheet date.

Members of the Choice Properties' Board of Trustees, who are not management of Choice Properties, are required to receive a portion of their annual retainer in the form of DUs and may also elect to receive up to 100% of their remaining fees in DUs. Distributions paid earn fractional DUs, which are treated as additional awards. DUs vest upon grant. The fair value of each DU granted is measured based on the market value of a Unit at the balance sheet date.

URUs are accounted for as cash-settled awards. Typically, full vesting of the URUs would not occur until the employee had remained with Choice Properties for three years from the grant date. Depending on the nature of the grant, the URUs are subject to a six-year holding period during which the Units cannot be disposed. The fair value of each URU granted is measured based on the market value of a Unit at the balance sheet date, less a discount to account for the vesting and holding period restriction placed on the URUs.

EMPLOYEE SHARE OWNERSHIP PLAN GWL's and Loblaw's contributions to the Employee Share Ownership Plan ("ESOP") are measured at cost and recorded as compensation expense in operating income when the contribution is made. The ESOPs are administered through a trust which purchases GWL's and Loblaw's common shares on the open market on behalf of its employees.

ADOPTION OF ACCOUNTING AMENDMENTS

Amendments to IAS 7 and IFRS 7 In May 2023, amendments to IAS 7, "Statement of Cash Flows" and IFRS 7, "Financial Instruments: Disclosures" were issued to enhance the transparency of supplier finance arrangements. The amendments require further disclosure for supplier finance arrangements regarding the terms and conditions, the range of payment due dates, and how they affect an entity's cash flows, liabilities and exposure to liquidity risk. The amendments are effective for annual reporting periods beginning on or after January 1, 2024. The Company has included the required disclosure in note 20.

Note 3. Critical Accounting Estimates and Judgments

The preparation of the consolidated financial statements requires management to make estimates and judgments in applying the Company's accounting policies that affect the reported amounts and disclosures made in the consolidated financial statements and accompanying notes.

Within the context of these consolidated financial statements, a judgment is a decision made by management in respect of the application of an accounting policy, a recognized or unrecognized financial statement amount and/or note disclosure, following an analysis of relevant information that may include estimates and assumptions. Estimates and assumptions are used mainly in determining the measurement of balances recognized or disclosed in the consolidated financial statements and are based on a set of underlying data that may include management's historical experience, knowledge of current events and conditions and other factors that are believed to be reasonable under the circumstances. Management continually evaluates the estimates and judgments it uses.

The following are the accounting policies subject to judgments and key estimation uncertainty that the Company believes could have the most significant impact on the amounts recognized in the consolidated financial statements. The Company's material accounting policies are disclosed in note 2.

BASIS OF CONSOLIDATION

Judgments Made in Relation to Accounting Policies Applied The Company uses judgment in determining the entities that it controls and therefore consolidates. The Company controls an entity when the Company has the existing rights that give it the current ability to direct the activities that significantly affect the entity's returns. The Company consolidates all of its wholly owned subsidiaries. Judgment is applied in determining whether the Company controls the entities in which it does not have ownership rights or does not have full ownership rights. Most often, judgment involves reviewing contractual rights to determine if rights are participating (giving power over the entity) or protective rights (protecting the Company's interest without giving it power).

INVENTORIES

Key Estimations Inventories are carried at the lower of cost and net realizable value which requires the Company to utilize estimates related to fluctuations in shrink, future retail prices, the impact of vendor rebates on cost, seasonality and costs necessary to sell the inventory.

IMPAIRMENT OF NON-FINANCIAL ASSETS (GOODWILL, INTANGIBLE ASSETS, FIXED ASSETS AND RIGHT-OF-USE ASSETS)

Judgments Made in Relation to Accounting Policies Applied The Company uses judgment in determining CGUs for the purpose of testing fixed assets, right-of-use assets and intangible assets for impairment. Judgment is also used to determine the goodwill CGUs for the purpose of testing goodwill for impairment. The Company has determined that each retail location is a separate CGU. Intangible assets are allocated to the CGUs (or groups of CGUs) to which they relate. Goodwill is allocated to CGUs (or groups of CGUs) based on the level at which management monitors goodwill, which cannot be higher than an operating segment. The allocation of goodwill is made to CGUs (or groups of CGUs) that are expected to benefit from the synergies and future growth of the business combination from which they arose. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed. In applying this judgment management considers profitability of the CGU and other qualitative factors.

Key Estimations In determining the recoverable amount of a CGU or a group of CGUs, various estimates are employed. The Company determines fair value less costs to sell using such estimates as market rental rates for comparable properties, discount rates and capitalization rates. The Company determines value in use by using estimates including projected future sales and earnings, and discount rates consistent with external industry information reflecting the risk associated with the specific cash flows.

IMPAIRMENT OF CREDIT CARD RECEIVABLES

Judgments Made in Relation to Accounting Policies Applied and Key Estimations In each stage of the ECL model, impairment is determined based on the probability of default, loss given default, and expected exposures at default on drawn and undrawn exposures on credit card receivables. The application of the ECL model requires management to apply the following significant judgments, assumptions and estimations:

- Movement of impairment measurement between the three stages of the ECL model, based on the assessment of the increase in credit risks on credit card receivables. The assessment of changes in credit risks includes qualitative and quantitative factors of the accounts, such as historical credit loss experience and external credit scores;
- Thresholds for significant increase in credit risk based on changes in probability of default over the expected life of the instrument relative to initial recognition; and
- Forecasts of future economic conditions, namely the unemployment rate. Management uses an average of unemployment rate forecasts published by major Canadian Chartered Banks and the Conference Board of Canada to establish the base case scenario and other representative ranges of possible forecast scenarios.

CUSTOMER LOYALTY AWARDS PROGRAM

Key Estimations The Company defers revenue at the time the award is earned by members based on the relative fair value of the award. The relative fair value is determined by allocating consideration between the fair value of the loyalty awards earned by loyalty program members, net of breakage, and the goods and services on which the awards were earned, based on their relative stand-alone selling price. The estimated fair value per point for the *PC Optimum* loyalty program is determined based on the program reward schedule and is $1 for every 1,000 points earned. The breakage rate of the program is an estimate of the amount of points that will never be redeemed. The rate is reviewed on an ongoing basis and is estimated utilizing historical redemption activity and anticipated earn and redeem behaviour of members. In 2024, Loblaw recorded a charge of $129 million. This charge represents the revaluation of the loyalty liability for outstanding points.

FAIR VALUE OF INCOME PRODUCING PROPERTIES

Key Estimations The fair value of income producing properties is dependent on significant assumptions related to discount rates and terminal capitalization rates, and other assumptions related to the future cash flows over the holding period. The review of future cash flows involves assumptions relating to market rents, as well as current leasing and/or development activity, renewal probability, downtime on lease expiry, vacancy allowances, and expected maintenance costs. In addition to reviewing future cash flows, management assesses changes in the business climate and other factors, which may affect the ultimate value of the property. These assumptions may not ultimately be achieved.

INCOME AND OTHER TAXES

Judgments Made in Relation to Accounting Policies Applied The calculation of current and deferred income taxes requires management to make certain judgments including expectations about future operating results, the timing and reversal of temporary differences, and the interpretation of tax rules in jurisdictions where the Company performs activities. Where the amount of tax payable or recoverable is uncertain, the Company establishes provisions based on the most likely amount of the liability or recovery.

PROVISIONS

Judgments Made in Relation to Accounting Policies Applied and Key Estimations The recording of provisions requires management to make certain judgments regarding whether there is a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and if a reliable estimate of the amount of the obligation can be made. The Company has recorded provisions primarily in respect of self-insurance and legal claims. The Company reviews the merits, risks and uncertainties of each provision, based on current information, and the amount expected to be required to settle the obligation. Provisions are reviewed on an ongoing basis and are adjusted accordingly when new facts and events become known to the Company.

LEASES

Judgments Made in Relation to Accounting Policies Applied Management exercises judgment in determining the appropriate lease term on a lease by lease basis. Management considers all facts and circumstances that create an economic incentive to exercise a renewal option or to not exercise a termination option including investments in major leaseholds, store performances, past business practice and the length of time remaining before the option is exercisable. The periods covered by renewal options are only included in the lease term if management is reasonably certain to renew. Management considers reasonably certain to be a high threshold. Changes in the economic environment or changes in the retail industry may impact management's assessment of lease terms, and any changes in management's estimate of lease terms may have a material impact on the Company's consolidated balance sheets and statements of earnings.

Key Estimations In determining the carrying amount of right-of-use assets and lease liabilities, the Company is required to estimate the incremental borrowing rate specific to each leased asset or portfolio of leased assets if the interest rate implicit in the lease is not readily determined. Management determines the incremental borrowing rate using a base risk-free interest rate estimated by reference to the Government of Canada bond yield with an adjustment that reflects the Company's credit rating, the security, lease term and value of the underlying leased asset, and the economic environment in which the leased asset operates. The incremental borrowing rates are subject to change due to changes in the business and macroeconomic environment.

Note 4. IFRS Accounting Standards and Amendments

Amendments to IFRS 9 and IFRS 7 In May 2024, amendments to IFRS 9, "Financial Instruments" ("IFRS 9") and IFRS 7, "Financial Instruments: Disclosures" ("IFRS 7") were issued. The amendments clarify the timing of recognition and derecognition for a financial asset or financial liability, including clarifying that a financial liability is derecognized on the settlement date. In addition to these clarifications, the amendments introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date, if specific conditions are met. Also included in the amendments, are clarifications regarding the classification of financial assets, including those with features linked to environmental, social and corporate governance. Under the amendments, additional disclosures are required for financial instruments with contingent features and investments in equity instruments classified at fair value through other comprehensive income. These amendments are effective for annual reporting periods beginning on or after January 1, 2026. Early adoption is permitted, with an option to early adopt only the amendments to the classification of financial assets. The adoption is not expected to have a material impact on the Company's consolidated financial statements.

Amendments to IFRS 9 and IFRS 7 In December 2024, amendments to IFRS 9 and IFRS 7 were issued to enhance the transparency of nature-dependent electricity contracts. The amendments allow a company to apply an own-use exemption to certain power purchase agreements if certain requirements are met. The amendments require further disclosure where an own-use exemption is applied regarding the contractual features exposing the company to variability in electricity volume and risk of oversupply, unrecognized contractual commitments and the effect of the contracts on an entity's financial performance. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. The Company is currently assessing the impact of these amendments.

IFRS 18 In April 2024, IFRS 18, "Presentation and Disclosure in Financial Statements" was issued to achieve comparability of the financial performance of similar entities. The standard, which replaces IAS 1 "Presentation of Financial Statements", impacts the presentation of primary financial statements and notes, including the statement of earnings where companies will be required to present separate categories of income and expense for operating, investing, and financing activities with prescribed subtotals for each new category. The standard will also require management-defined performance measures to be explained and included in a separate note within the consolidated financial statements. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements, and requires retrospective application. The Company is currently assessing the impact of the new standard.

Note 5. Subsidiaries

The table below summarizes the Company's principal subsidiaries. The proportion of ownership interests held equals the voting rights held by the Company. GWL's ownership in Loblaw and Choice Properties is impacted by changes in Loblaw's common share equity and Choice Properties' Trust Units, respectively.

		As at			
		Dec. 31, 2024		Dec. 31, 2023	
		Number of shares / units held	**Ownership interest**	Number of shares / units held	Ownership interest
Loblaw	Common shares[(i)]	**158,853,468**	**52.6%**	163,473,491	52.6%
	Class B LP Units[(ii)]	395,786,525	n/a	395,786,525	n/a
	Trust Units	50,661,415	n/a	50,661,415	n/a
Choice Properties		**446,447,940**	**61.7%**	446,447,940	61.7%

(i) GWL participates in Loblaw's Normal Course Issuer Bid ("NCIB") program in order to maintain its proportionate percentage ownership.
(ii) Class B LP Units ("Exchangeable Units") are economically equivalent to Trust Units, receive distributions equal to the distributions paid on Trust Units and are exchangeable, at the holder's option, into Trust Units.

Note 6. Net Interest Expense and Other Financing Charges

($ millions)	2024	2023
Interest expense:		
Long-term debt	**$ 654**	$ 625
Lease liabilities (note 29)	**236**	207
Borrowings related to credit card receivables	**85**	82
Trust Unit distributions	**210**	207
Independent funding trusts	**35**	37
Post-employment and other long-term employee benefits (note 26)[i]	**7**	15
Bank indebtedness	**1**	1
Financial liabilities (note 23)	**44**	44
Capitalized interest[ii]	**(40)**	(7)
	$ 1,232	$ 1,211
Interest income:		
Accretion income	**$ (2)**	$ (3)
Interest income	**(84)**	(88)
Other interest income (note 32)	**(10)**	—
	$ (96)	$ (91)
Fair value adjustment of the Trust Unit liability (note 30)	**$ (164)**	$ (231)
Net interest expense and other financing charges	**$ 972**	$ 889

(i) Includes $1 million (2023 – $9 million) net interest expense from post-employment benefits and $6 million (2023 – $6 million) net interest expense from other long-term employee benefits.

(ii) Includes borrowing costs of $37 million (2023 – nil) at Loblaw, which were capitalized related to the construction of the automated distribution facility, and $3 million (2023 – $7 million) of interest at Choice Properties that was capitalized to qualifying development projects.

Note 7. Income Taxes

The components of income taxes recognized in the consolidated statements of earnings were as follows:

($ millions)	**2024**	2023
Current income taxes		
Current period	**$ 1,144**	$ 1,137
Adjustments in respect of prior periods	**(8)**	(41)
Deferred income taxes		
Origination and reversal of temporary differences	**(221)**	(241)
Adjustments in respect of prior periods	**(7)**	(6)
Income taxes	**$ 908**	$ 849

Income tax expense (recovery) recognized in other comprehensive income was as follows:

($ millions)	**2024**	2023
Net defined benefit plan actuarial gains (note 26)	**$ 28**	$ 71
Adjustment to fair value on transfer of investment properties	**8**	2
Unrealized (losses) gains on cash flow hedges (note 30)	**(3)**	2
Total income tax expense recognized in other comprehensive income	**$ 33**	$ 75

The effective tax rates in the consolidated statements of earnings were reported at rates different than the weighted average basic Canadian federal and provincial statutory income tax rates for the following reasons:

	2024	2023
Weighted average basic Canadian federal and provincial statutory income tax rate	**26.5%**	26.5%
Net (decrease) increase resulting from:		
Non-deductible and non-taxable items	**(0.1)%**	(0.9)%
Impact of fair value adjustment of Trust Unit liability	**(1.3)%**	(1.7)%
Adjustments in respect of prior periods	**(0.4)%**	(1.3)%
Tax on GWL participation in Loblaw's NCIB	**2.0 %**	1.9 %
Other	**—**	(0.1)%
Effective tax rate applicable to earnings before income taxes	**26.7%**	24.4%

Deferred income tax assets which were not recognized on the consolidated balance sheets were as follows:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Deductible temporary differences	**$ 21**	$ 14
Income tax losses and credits	**396**	362
Unrecognized deferred income tax assets	**$ 417**	$ 376

Certain non-capital loss carryforwards expire in the years 2026 to 2043. The deductible temporary differences do not expire under current income tax legislation. Deferred income tax assets were not recognized in respect of these items because it is not probable that future taxable income will be available to the Company to utilize the benefits.

Deferred income tax assets and liabilities recognized on the consolidated balance sheets were attributable to the following:

($ millions)	As at Dec. 31, 2024	Dec. 31, 2023
Trade payables and other liabilities	**$ 177**	$ 106
Other liabilities	**352**	331
Lease liabilities	**1,582**	1,423
Fixed assets	**(1,275)**	(1,253)
Right-of-use assets	**(1,284)**	(1,144)
Goodwill and intangible assets	**(1,145)**	(1,281)
Non-capital loss carryforwards (expiring 2026 to 2043)	**47**	65
Capital loss carryforwards	**10**	13
Other	**(11)**	8
Net deferred income tax liabilities	**$ (1,547)**	$ (1,732)
Recorded on the consolidated balance sheets as follows:		
Deferred income tax assets	**$ 128**	$ 138
Deferred income tax liabilities	**(1,675)**	(1,870)
Net deferred income tax liabilities	**$ (1,547)**	$ (1,732)

Global Minimum Tax (Pillar Two) In December 2021, the OECD issued model rules for a new global minimum tax framework. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Company operates, and is effective for the Company's 2024 fiscal year.

The Company is applying the exception to recognizing and disclosing information about deferred tax asset and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

Income tax expense recognized in the consolidated statements of earnings in 2024 includes $5 million (2023 – not applicable) related to Pillar Two income taxes.

Note 8. Basic and Diluted Net Earnings per Common Share

($ millions except where otherwise indicated)	**2024**	2023
Net earnings attributable to shareholders of the Company	**$ 1,359**	$ 1,540
Prescribed dividends on preferred shares in share capital	**(44)**	(44)
Net earnings available to common shareholders of the Company	**$ 1,315**	$ 1,496
Reduction in net earnings due to dilution at Loblaw	**(12)**	(12)
Net earnings available to common shareholders for diluted earnings per share	**$ 1,303**	$ 1,484
Weighted average common shares outstanding (in millions) (note 24)	**132.2**	137.5
Dilutive effect of equity-based compensation[(i)] (in millions)	**0.7**	0.5
Diluted weighted average common shares outstanding (in millions)	**132.9**	138.0
Basic net earnings per common share ($)	**$ 9.95**	$ 10.88
Diluted net earnings per common share ($)	**$ 9.80**	$ 10.75

(i) In 2024, nominal (2023 – nominal) potentially dilutive instruments were excluded from the computation of diluted net earnings per common share as they were anti-dilutive.

Note 9. Cash and Cash Equivalents and Change in Non-Cash Working Capital

The components of cash and cash equivalents and change in non-cash working capital were as follows:

CASH AND CASH EQUIVALENTS

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Cash	**$ 1,821**	$ 1,493
Cash equivalents	**227**	958
Cash and cash equivalents	**$ 2,048**	$ 2,451

CHANGE IN NON-CASH WORKING CAPITAL

	Years Ended	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Change in:		
Accounts receivable	**$ (133)**	$ (168)
Prepaid expenses and other assets	**(45)**	6
Inventories	**(503)**	45
Trade payables and other liabilities	**742**	56
Other	**(26)**	(14)
Change in non-cash working capital	**$ 35**	$ (75)

Note 10. Accounts Receivable

The following are continuities of allowances for uncollectible accounts receivable for the years ended December 31, 2024 and December 31, 2023:

($ millions)	**2024**	2023
Allowances, beginning of year	**$ (50)**	$ (46)
Net write-offs (additions)	**2**	(4)
Allowances, end of year	**$ (48)**	$ (50)

Credit risk associated with accounts receivable is discussed in note 31.

Note 11. Credit Card Receivables

The components of credit card receivables were as follows:

($ millions)	As at Dec. 31, 2024	Dec. 31, 2023
Gross credit card receivables	**$ 4,493**	$ 4,388
Allowance for credit card receivables	**(263)**	(256)
Credit card receivables	**$ 4,230**	$ 4,132
Securitized to independent securitization trusts:		
Securitized to Eagle Credit Card Trust (note 22)	**$ 1,450**	$ 1,350
Securitized to Other Independent Securitization Trusts	**800**	850
Total securitized to independent securitization trusts	**$ 2,250**	$ 2,200

Loblaw, through PC Bank, participates in various securitization programs that provide a source of funds for the operation of its credit card business. PC Bank maintains and monitors a co-ownership interest in credit card receivables with independent securitization trusts, including Eagle and Other Independent Securitization Trusts, in accordance with its financing requirements.

The associated liability of Eagle is recorded in long-term debt (see note 22). The associated liabilities of credit card receivables securitized to the Other Independent Securitization Trusts are recorded in short-term debt.

The securitization agreements between PC Bank and the Other Independent Securitization Trusts are renewed and extended on an annual basis. The existing agreements were renewed in 2024, with their respective maturity dates extended to 2026 and with all other terms and conditions remaining substantially the same.

As at year end 2024, PC Bank recorded a $50 million net increase of co-ownership interest in the securitized receivables held with the Independent Securitization Trusts as a result of growth in the credit card portfolio.

The undrawn commitments on facilities available from the Other Independent Securitization Trusts as at year end 2024 were $100 million (2023 – $100 million).

Loblaw has arranged letters of credit on behalf of PC Bank for the benefit of the independent securitization trusts (see note 33).

Under its securitization programs, PC Bank is required to maintain, at all times, a credit card receivable pool balance equal to a minimum of 107% of the outstanding securitized liability. PC Bank was in compliance with this requirement as at year end 2024 and throughout the year.

The following table provides gross carrying amounts of credit card receivables by internal risk ratings for credit risk management purposes:

	As at Dec. 31, 2024			
($ millions)	**12-month ECL (Stage 1)**	**Lifetime ECL-not credit impaired (Stage 2)**	**Lifetime ECL-credit impaired (Stage 3)**	**Total**
Low risk	**$ 2,264**	**$ 10**	**$ —**	**$ 2,274**
Moderate risk	**1,240**	**41**	**—**	**1,281**
High risk	**587**	**298**	**53**	**938**
Total gross carrying amount	**$ 4,091**	**$ 349**	**$ 53**	**$ 4,493**
ECL allowance	**(112)**	**(108)**	**(43)**	**(263)**
Net carrying amount	**$ 3,979**	**$ 241**	**$ 10**	**$ 4,230**

($ millions)	12-month ECL (Stage 1)	Lifetime ECL-not credit impaired (Stage 2)	Lifetime ECL-credit impaired (Stage 3)	Total
				As at Dec. 31, 2023
Low risk	$ 2,194	$ 13	$ —	$ 2,207
Moderate risk	1,215	38	—	1,253
High risk	461	414	53	928
Total gross carrying amount	$ 3,870	$ 465	$ 53	$ 4,388
ECL allowance	(104)	(110)	(42)	(256)
Net carrying amount	$ 3,766	$ 355	$ 11	$ 4,132

The following are continuities of Loblaw's allowance for credit card receivables for the years ended December 31, 2024 and December 31, 2023:

($ millions)	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
				2024
Balance, beginning of year	**$ 104**	**$ 110**	**$ 42**	**$ 256**
Increase / (decrease) during the year:				
Transfers[(i)]				
To Stage 1	**41**	**(41)**	**—**	**—**
To Stage 2	**(7)**	**9**	**(2)**	**—**
To Stage 3	**(4)**	**(28)**	**32**	**—**
New loans originated[(ii)]	**16**	**9**	**3**	**28**
Net remeasurements[(iii)]	**(38)**	**49**	**155**	**166**
Write-offs	**—**	**—**	**(218)**	**(218)**
Recoveries	**—**	**—**	**31**	**31**
Balance, end of year	**$ 112**	**$ 108**	**$ 43**	**$ 263**

(i) Transfers reflect allowance movements between stages for loans that were recognized as of the beginning of the year.
(ii) New loans originated reflect the stage of loan, and the related loan balance, as of the end of the year.
(iii) Net remeasurements includes the impact from changes in loan balances, model enhancements and credit quality during the year.

($ millions)	Stage 1	Stage 2	Stage 3	Total
				2023
Balance, beginning of year	$ 79	$ 92	$ 35	$ 206
Increase / (decrease) during the year:				
Transfers[(i)]				
To Stage 1	27	(27)	—	—
To Stage 2	(7)	9	(2)	—
To Stage 3	(3)	(20)	23	—
New loans originated[(ii)]	15	8	4	27
Net remeasurements[(iii)]	(7)	48	140	181
Write-offs	—	—	(183)	(183)
Recoveries	—	—	25	25
Balance, end of year	$ 104	$ 110	$ 42	$ 256

(i) Transfers reflect allowance movements between stages for loans that were recognized as of the beginning of the year.
(ii) New loans originated reflect the stage of loan, and the related loan balance, as of the end of the year.
(iii) Net remeasurements includes the impact from changes in loan balances, model enhancements and credit quality during the year.

The allowances for credit card receivables recorded in the consolidated balance sheets are maintained at a level which is considered adequate to endure credit-related losses on credit card receivables.

Note 12. Inventories

For inventories recorded as at year end 2024, Loblaw has an inventory provision of $32 million (2023 – $46 million) for the write-down of inventories below cost to net realizable value. The write-down was included in cost of inventories sold. There were no reversals of previously recorded write-downs of inventories during 2024 and 2023.

Note 13. Assets Held for Sale

The components of assets held for sale, net of intercompany transactions, were as follows:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Loblaw[(i)(ii)]	**$ 43**	$ 46
Choice Properties[(iii)]	**19**	—
Assets Held for Sale	**$ 62**	$ 46

(i) In the fourth quarter of 2024, Loblaw entered into an agreement with a third party to sell all of the shares of its Wellwise by Shoppers™ (*"Wellwise"*) business for cash proceeds. Accordingly, $43 million of assets and $19 million of liabilities related to the disposal group were classified as held-for-sale, and Loblaw recorded a net fair value write-down of $23 million in SG&A. The transaction is expected to close in the first quarter of 2025.

(ii) In 2024, Loblaw disposed of three properties (2023 – nine) included in assets held for sale for proceeds of $24 million (2023 – $38 million) and recognized a net gain of $3 million (2023 – net gain of $12 million).

(iii) Subsequent to year end, Choice Properties disposed of the properties classified as Assets Held for Sale.

Note 14. Fixed Assets

The following is a continuity of the cost and accumulated depreciation and impairment losses of fixed assets for the year ended December 31, 2024:

($ millions)	Land	Buildings and building improvements	Equipment and fixtures	Leasehold improvements	Assets under construction	Total
Cost, beginning of year	$ 1,992	$ 9,417	$ 10,774	$ 2,799	$ 1,065	$ 26,047
Additions	19	13	128	74	1,766	2,000
Disposals	(18)	(123)	(86)	(39)	—	(266)
Net transfer to assets held for sale	(18)	(12)	(12)	(14)	—	(56)
Net transfer to investment properties (note 15)	—	(83)	—	—	—	(83)
Transfer from assets under construction	28	162	956	160	(1,306)	—
Business acquisitions	—	—	—	1	—	1
Cost, end of year	**$ 2,003**	**$ 9,374**	**$ 11,760**	**$ 2,981**	**$ 1,525**	**$ 27,643**
Accumulated depreciation and impairment losses, beginning of year	$ 5	$ 4,306	$ 8,011	$ 1,865	$ 3	$ 14,190
Depreciation	—	214	616	161	—	991
Impairment losses	—	1	13	10	—	24
Reversal of impairment losses	—	(4)	(5)	(1)	—	(10)
Disposals	—	(57)	(81)	(40)	—	(178)
Transfer to assets held for sale	—	(2)	(8)	(10)	—	(20)
Net transfer to investment properties (note 15)	—	(40)	—	—	—	(40)
Accumulated depreciation and impairment losses, end of year	**$ 5**	**$ 4,418**	**$ 8,546**	**$ 1,985**	**$ 3**	**$ 14,957**
Carrying amount as at:						
December 31, 2024	$ 1,998	$ 4,956	$ 3,214	$ 996	$ 1,522	$ 12,686

The following is a continuity of the cost and accumulated depreciation and impairment losses of fixed assets for the year ended December 31, 2023:

($ millions)	Land	Buildings and building improvements	Equipment and fixtures	Leasehold improvements	Assets under construction	Total
Cost, beginning of year	$ 1,991	$ 9,357	$ 9,984	$ 2,615	$ 531	$ 24,478
Additions[i]	10	18	153	33	1,651	1,865
Disposals	(22)	(148)	(86)	(12)	—	(268)
Transfer from assets held for sale	1	1	—	—	—	2
Net transfer from/(to) investment properties (note 15)	4	(36)	—	—	—	(32)
Transfer from assets under construction	8	225	722	162	(1,117)	—
Business acquisitions	—	—	1	1	—	2
Cost, end of year	$ 1,992	$ 9,417	$ 10,774	$ 2,799	$ 1,065	$ 26,047
Accumulated depreciation and impairment losses, beginning of year	$ 6	$ 4,088	$ 7,505	$ 1,746	$ 3	$ 13,348
Depreciation	—	246	572	130	—	948
Impairment losses	—	10	26	3	—	39
Reversal of impairment losses	(1)	(1)	(6)	(3)	—	(11)
Disposals	—	(29)	(86)	(11)	—	(126)
Net transfer to investment properties (note 15)	—	(8)	—	—	—	(8)
Accumulated depreciation and impairment losses, end of year	$ 5	$ 4,306	$ 8,011	$ 1,865	$ 3	$ 14,190
Carrying amount as at:						
December 31, 2023	$ 1,987	$ 5,111	$ 2,763	$ 934	$ 1,062	$ 11,857

(i) Additions to fixed assets include $37 million of prepayments that were transferred from other assets in 2023.

SECURITY AND ASSETS PLEDGED As at year end 2024, the Company had fixed assets with a carrying amount of $379 million (2023 – $267 million) which were encumbered by mortgages of $436 million (2023 – $257 million) (see note 22).

FIXED ASSET COMMITMENTS As at year end 2024, the Company had entered into commitments of $455 million (2023 – $1,155 million) for the construction, expansion and renovation of buildings and the purchase of real property.

IMPAIRMENT LOSSES AND REVERSALS OF FIXED ASSETS AND RIGHT-OF-USE ASSETS Management identified indications of impairment for certain retail location CGUs and therefore an impairment test was performed for these CGUs. For the year ended December 31, 2024, the Company recorded $21 million (2023 – $36 million) of impairment losses on fixed assets and $8 million (2023 – $7 million) of impairment losses on right-of-use assets (see note 29) in respect of 14 CGUs (2023 – 14 CGUs). Of the total CGUs, no CGUs (2023 – no CGUs) were impaired on the basis of their carrying values exceeding their fair value less costs to sell.

For the year ended December 31, 2024, the Company recorded $10 million (2023 – $11 million) of impairment reversals on fixed assets and $1 million (2023 – $11 million) of impairment reversals on right-of-use assets (see note 29) in respect to 6 CGUs (2023 – 9 CGUs). Impairment reversals are recorded where the recoverable amount of the retail location exceeds its carrying values. 4 CGUs (2023 – No CGUs) with impairment reversals had fair value less costs to sell greater than their carrying values.

When determining the value in use of a retail location, the Company develops a discounted cash flow model for each CGU. The duration of the cash flow projections for individual CGUs varies based on the remaining useful life of the significant assets within the CGU. Projected future sales and earnings for cash flows are based on actual operating results, operating budgets, and long-term growth rates that are consistent with industry averages, all of which are consistent with strategic plans presented to GWL's and Loblaw's Boards. The estimate of the value in use of relevant CGUs was determined using a pre-tax discount rate of 7.8% to 9.2% at the end of 2024 (2023 – 8.3% to 9.6%).

Additional impairment losses on fixed assets of $3 million (2023 – $3 million) were incurred related to Loblaw's store closures, renovations, and conversions of retail locations.

Note 15. Investment Properties

The following are continuities of investment properties for the years ended December 31, 2024 and December 31, 2023:

($ millions)		**2024**		2023
Balance, beginning of the year	**$**	**5,366**	$	5,144
Adjustment to fair value of investment properties		**(22)**		20
Additions		**138**		166
Disposals		**(47)**		(101)
Net transfer from fixed assets[i] (note 14)		**93**		39
Net transfer from other assets		**—**		25
Net transfer to assets held for sale		**(54)**		(124)
Net transfer from equity accounted joint ventures		**21**		193
Other		**11**		4
Balance, end of the year[ii]	**$**	**5,506**	$	5,366

(i) Includes the fair value gain of $50 million (2023 – $15 million) recognized in other comprehensive income related to transfer of fixed assets to investment properties.
(ii) Includes $5,348 million (2023 – $5,156 million) of income producing properties and $158 million (2023 – $210 million) of properties under development.

During 2024, the Company recognized in operating income $396 million (2023 – $394 million) of rental revenue and incurred direct operating costs of $147 million (2023 – $141 million) related to its investment properties, including $2 million (2023 – $1 million) of direct operating costs related to its investment properties for which no rental revenue was earned.

INTERNAL APPRAISALS

Investment properties are measured at fair value, which was primarily determined by using the discounted cash flow method.

Management reviews the valuation process and results prepared by the internal valuation team at least once per quarter. The valuations exclude any portfolio premium or value for the management platform and reflect the highest and best use for each of the Company's investment properties. As part of management's internal valuation process, the Company considers external valuations performed by independent national real estate valuation firms for a cross-section of properties that represent different geographical locations and asset classes across the Company's portfolio. On a quarterly basis, the internal valuation team reviews and updates, as deemed necessary, the valuation models to reflect current market data. Updates may be made to capitalization rates, discount rates, market rents, as well as current leasing and/or development activity, renewal probability, downtime on lease expiry, vacancy allowances, and expected maintenance costs.

INDEPENDENT APPRAISALS

Properties are typically independently appraised at the time of acquisition. In addition, the Company has engaged independent nationally-recognized valuation firms to appraise its investment properties such that the majority of the portfolio will be independently appraised at least once over a four-year period. When an independent appraisal is obtained, the internal valuation team assesses all major inputs used by the independent valuators in preparing their reports and holds discussions with them on the reasonableness of their assumptions. Where warranted, adjustments will be made to the internal valuations to reflect the assumptions contained in the external valuations. The Company will record the internal value in its consolidated financial statements.

Note 16. Equity Accounted Joint Ventures

The Company accounts for its investments in joint ventures using the equity method. These investments hold primarily income producing properties and some development properties. The table below summarizes the Company's investment, through Choice Properties, in joint ventures.

	As at			
	Dec. 31, 2024		Dec. 31, 2023	
	Number of joint ventures[i]	**Ownership interest**	Number of joint ventures	Ownership interest
Retail	**12**	**50% - 75%**	15	25% - 75%
Industrial	**1**	**75%**	—	—%
Mixed-Use & Residential	**4**	**50%**	3	50%
Land held for development	**1**	**85%**	3	50% - 85%
Total equity accounted joint ventures	**18**		21	
Investment in equity accounted joint ventures ($ millions)		**$ 884**		$ 884

(i) During 2024, one joint venture was reclassified to industrial and one to mixed-use & residential from land held for development.

During 2024, the Company's share of net income and comprehensive income from the joint ventures was $49 million (2023 – $39 million).

Note 17. Intangible Assets

The following is a continuity of the cost and accumulated amortization and impairment losses of intangible assets for the year ended December 31, 2024:

($ millions)	**Indefinite life intangible assets**	**Software**	**Other definite life intangible assets[i]**	**Total**
Cost, beginning of year	**$ 3,756**	**$ 4,629**	**$ 6,240**	**$ 14,625**
Additions	**1**	**372**	**4**	**377**
Net transfer to assets held for sale	**—**	**3**	**—**	**3**
Business acquisitions	**—**	**—**	**15**	**15**
Disposals	**—**	**(1)**	**(1)**	**(2)**
Cost, end of year	**$ 3,757**	**$ 5,003**	**$ 6,258**	**$ 15,018**
Accumulated amortization and impairment losses, beginning of year	**$ —**	**$ 3,552**	**$ 5,064**	**$ 8,616**
Amortization	**—**	**426**	**518**	**944**
Disposals	**—**	**(1)**	**(1)**	**(2)**
Accumulated amortization and impairment losses, end of year	**$ —**	**$ 3,977**	**$ 5,581**	**$ 9,558**
Carrying amount as at:				
December 31, 2024	**$ 3,757**	**$ 1,026**	**$ 677**	**$ 5,460**

(i) Other definite life intangible assets includes prescription files with a net book value of $104 million related to the acquisition of Shoppers Drug Mart Corporation ("Shoppers Drug Mart") in 2014 which will be fully amortized by the end of 2025.

The following is a continuity of the cost and accumulated amortization and impairment losses of intangible assets for the year ended December 31, 2023:

($ millions)	Indefinite life intangible assets	Software	Other definite life intangible assets[i]	Total
Cost, beginning of year	$ 3,756	$ 4,239	$ 6,228	$ 14,223
Additions	—	402	5	407
Business acquisitions	—	—	12	12
Disposals	—	(12)	(5)	(17)
Cost, end of year	$ 3,756	$ 4,629	$ 6,240	$ 14,625
Accumulated amortization and impairment losses, beginning of year	$ —	$ 3,150	$ 4,546	$ 7,696
Amortization	—	414	518	932
Disposals	—	(12)	—	(12)
Accumulated amortization and impairment losses, end of year	$ —	$ 3,552	$ 5,064	$ 8,616
Carrying amount as at:				
December 31, 2023	$ 3,756	$ 1,077	$ 1,176	$ 6,009

(i) Other definite life intangible assets includes prescription files with a net book value of $557 million related to the acquisition of Shoppers Drug Mart in 2014 which will be fully amortized by the end of 2025.

INDEFINITE LIFE INTANGIBLE ASSETS Indefinite life intangible assets recorded by Loblaw are comprised of brand names, trademarks, import purchase quotas and certain liquor licenses. The brand names and trademarks are a result of Loblaw's acquisition of Shoppers Drug Mart, Lifemark Health Group ("Lifemark"), and T&T Supermarket Inc. Loblaw expects to renew the registration of the brand names, trademarks, import purchase quotas and liquor licenses at each expiry date indefinitely, and expects these assets to generate economic benefit in perpetuity. As such, the Company has assigned these intangible assets indefinite useful lives.

SOFTWARE Software is comprised of software purchases and development costs. There were no capitalized borrowing costs included in 2024 and 2023.

OTHER DEFINITE LIFE INTANGIBLE ASSETS Other definite life intangible assets recorded by Loblaw primarily consist of prescription files, the customer loyalty awards program and customer relationships.

Note 18. Goodwill

The following are continuities of the cost and accumulated impairment losses of goodwill for the years ended December 31, 2024 and December 31, 2023:

($ millions)	**2024**	2023
Cost, beginning of year	**$ 5,873**	$ 5,847
Business acquisitions	**23**	26
Cost, end of year	**$ 5,896**	$ 5,873
Accumulated impairment losses	**$ 994**	$ 994
Carrying amount, end of year	**$ 4,902**	$ 4,879

The carrying amount of goodwill attributed to each CGU was as follows:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Shoppers Drug Mart	**$ 3,006**	$ 2,996
Market[(i)]	**139**	238
Discount[(i)]	**703**	603
Lifemark	**388**	376
T&T Supermarket Inc.	**129**	129
Other	**537**	537
Carrying amount of goodwill, as at the end of year	**$ 4,902**	$ 4,879

(i) Includes goodwill reallocated from the Market division to the Discount division.

IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE LIFE INTANGIBLES The Company tests goodwill and indefinite life intangible assets for impairment annually or more frequently if indicators of impairment are identified.

The key assumptions used to calculate the fair value less costs to sell are revenue and gross margin forecasts, growth/attrition rates, discount rate, and terminal rate. These assumptions are considered to be Level 3 in the fair value hierarchy.

The weighted average cost of capital was determined to be 7.1% to 9.8% (2023 – 7.1% to 10.1%) and is based on a risk-free rate, an equity risk premium adjusted for betas of comparable publicly traded companies, an unsystematic risk premium, an after-tax cost of debt based on corporate bond yields and the capital structure of comparable publicly traded companies.

Cash flow projections have been discounted using a rate derived from an after-tax weighted average cost of capital. As at year end 2024, the after-tax discount rate used in the recoverable amount calculations was 7.1% to 9.8% (2023 – 7.1% to 10.1%).

The Company included a minimum of three years of cash flows in its discounted cash flow model. The cash flow forecasts were extrapolated beyond the forecasting period using an estimated long-term growth rate of 2.0% to 2.5% (2023 – 2.0% to 2.5%). The budgeted EBITDA growth was based on the Company's strategic plan approved by the Board.

The Company completed its annual impairment tests for goodwill and indefinite life intangible assets and concluded there was no impairment.

Note 19. Other Assets

The components of other assets were as follows:

($ millions)	As at Dec. 31, 2024	Dec. 31, 2023
Investment in real estate securities (note 30)	**$ 203**	$ 238
Sundry investments and other receivables	**256**	307
Net accrued benefit plan asset (note 26)	**370**	309
Finance lease receivable	**19**	35
Mortgages, loans and notes receivable	**418**	358
Long-term securities	**120**	201
Long-term receivable[(i)]	**133**	—
Other	**172**	83
Total Other Assets	**$ 1,691**	$ 1,531
Current portion of mortgages, loans, notes and finance lease receivable[(ii)]	**(339)**	(276)
Other Assets	**$ 1,352**	$ 1,255

(i) Balance includes recovery related to the PC Bank commodity tax matter (see note 32).
(ii) Current portion of mortgages, loans, notes and finance lease receivable is included in prepaid expenses and other assets in the consolidated balance sheets.

Note 20. Supplier Financing Arrangements

In 2024, Loblaw started a supplier financing program with a third-party financial institution that provides financing to suppliers. This arrangement allows these suppliers to elect to be paid by the financial institution at a discount earlier than the maturity date of the receivable which generally ranges between 30 and 60 days. Participating suppliers can sell one or more of Loblaw's payment obligations at their sole discretion, and Loblaw's rights and obligations to suppliers are not impacted. Loblaw will pay the full amount owing to the financial institution according to the terms negotiated with the supplier on the maturity dates. The amount outstanding under this program as at year end 2024 was $52 million and is presented within trade payables and other liabilities. As at year end 2024, suppliers have received payment of $44 million from the financial institution under the program. The activity related to this program is classified as an operating activity within the consolidated statements of cash flows.

Note 21. Provisions

The following are continuities of provisions for the years ended December 31, 2024 and December 31, 2023:

($ millions)	**2024**	2023
Balance, beginning of year	**$ 217**	$ 200
Additions (note 32)	**482**	105
Payments	**(82)**	(79)
Reversals	**(4)**	(9)
Impact of foreign currency translation	**1**	—
Balance, end of year	**$ 614**	$ 217

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Recorded on the consolidated balance sheets as follows:		
Current provisions	**$ 509**	$ 121
Non-current provisions	**105**	96
Total provisions	**$ 614**	$ 217

Provisions consist primarily of amounts recorded in respect of self-insurance and legal claims.

The Company's accrued insurance liabilities were $109 million (2023 – $100 million), of which $69 million (2023 – $61 million) was included in non-current provisions and $40 million (2023 – $39 million) in current provisions. Included in total accrued insurance liabilities were $14 million (2023 – $13 million) of U.S. workers' compensation liabilities. The related cost and accrued workers' compensation liabilities are based on actuarial valuations which are dependent on assumptions determined by management. The discount rate used in determining the 2024 U.S. workers' compensation cost and liability was 5.0% (2023 – 2.0%). The total workers' compensation liability is equal to the ultimate actuarial loss estimate less any actual losses paid to date. Any change in the workers' compensation liability is recognized immediately in operating income.

Note 22. Long-Term Debt

The components of long-term debt were as follows:

($ millions)		As at Dec. 31, 2024	Dec. 31, 2023
Debentures			
George Weston Limited Notes	4.12% due 2024	**$ —**	$ 200
	7.10%, due 2032	**150**	150
	6.69%, due 2033	**100**	100
	4.19%, due 2029	**250**	—
Loblaw Companies Limited Notes	3.92%, due 2024	**—**	400
	6.65%, due 2027	**100**	100
	6.45%, due 2028	**200**	200
	4.49%, due 2028	**400**	400
	6.50%, due 2029	**175**	175
	3.56%, due 2029	**400**	—
	2.28%, due 2030	**350**	350
	11.40%, due 2031		
	Principal	**151**	151
	Effect of coupon repurchase	**25**	28
	6.85%, due 2032	**200**	200
	5.01%, due 2032	**400**	400
	6.54%, due 2033	**200**	200
	8.75%, due 2033	**200**	200
	6.05%, due 2034	**200**	200
	6.15%, due 2035	**200**	200
	5.90%, due 2036	**300**	300
	6.45%, due 2039	**200**	200
	7.00%, due 2040	**150**	150
	5.86%, due 2043	**55**	55
	5.34%, due 2052	**400**	400
	5.12%, due 2054	**400**	—
Choice Properties Debentures	Series D 4.29%, due 2024	**—**	200
	Series F 4.06%, due 2025	**200**	200
	Series H 5.27%, due 2046	**100**	100
	Series J 3.55%, due 2025	**350**	350
	Series K 3.56%, due 2024	**—**	550
	Series L 4.18%, due 2028	**750**	750
	Series M 3.53%, due 2029	**750**	750
	Series N 2.98%, due 2030	**400**	400
	Series O 3.83%, due 2050	**100**	100
	Series P 2.85%, due 2027	**500**	500
	Series Q 2.46%, due 2026	**350**	350
	Series R 6.00%, due 2032	**500**	500
	Series S 5.40%, due 2033	**550**	550
	Series T 5.70%, due 2034	**350**	350
	Series U 5.03%, due 2031	**500**	—
Long-Term Debt Secured by Mortgage	2.04% - 5.65%, due 2025 - 2049 (note 14)	**1,300**	977
Guaranteed Investment Certificates	0.60% - 5.50%, due 2024 - 2029	**1,477**	1,654
Independent Securitization Trust (note 11)	2.28%, due 2024	**—**	250
	1.34%, due 2025	**300**	300
	1.61%, due 2026	**300**	300
	4.78%, due 2027	**232**	232
	5.63%, due 2027	**9**	9
	6.83%, due 2027	**9**	9
	5.13%, due 2028	**232**	232
	6.11%, due 2028	**9**	9
	7.36%, due 2028	**9**	9
	4.92%, due 2029	**326**	—
	5.87%, due 2029	**12**	—
	7.12%, due 2029	**12**	—
Independent Funding Trusts		**590**	558
Choice Properties Construction Loans		**5**	90
Transaction costs and other		**(44)**	(42)
Total long-term debt		**$ 15,384**	$ 14,996
Less amount due within one year		**1,313**	2,355
Long-term debt		**$ 14,071**	$ 12,641

Significant long-term debt transactions are described below:

DEBENTURES The following table summarizes the debentures issued in the years ended as indicated:

($ millions)	Interest Rate	Maturity Date	**2024 Principal Amount**	2023 Principal Amount
George Weston senior unsecured notes	4.19%	September 5, 2029	**$ 250**	$ —
Loblaw				
– Senior unsecured notes[(i)]	3.56%	December 12, 2029	**400**	—
– Senior unsecured notes	5.12%	March 4, 2054	**400**	—
Choice Properties senior unsecured debentures				
– Series U	5.03%	February 28, 2031	**500**	—
– Series S	5.40%	March 1, 2033	**—**	550
– Series T	5.70%	February 28, 2034	**—**	350
Total debentures issued			**$ 1,550**	$ 900

(i) Loblaw used the net proceeds of this issuance to redeem all issued and outstanding Second Preferred Shares, Series B on January 8, 2025.

On January 16, 2025, Choice Properties completed the issuance, on a private placement basis, of $300 million aggregated principal amount of Series V senior unsecured debentures bearing interest at a rate of 4.29% per annum and maturing on January 16, 2030.

The following table summarizes the debentures repaid in the years ended as indicated:

($ millions)	Interest Rate	Maturity Date	**2024 Principal Amount**	2023 Principal Amount
George Weston senior unsecured notes	4.12%	June 17, 2024	**$ 200**	$ —
Loblaw senior unsecured notes	3.92%	June 10, 2024	**400**	—
Choice Properties senior unsecured debentures				
– Series K	3.56%	September 9, 2024	**550**	—
– Series D	4.29%	February 8, 2024	**200**	—
– Series G	3.20%	March 7, 2023	**—**	250
– Series B	4.90%	July 5, 2023	**—**	200
– Series D-C	3.30%	January 18, 2023	**—**	125
Total debentures repaid			**$ 1,350**	$ 575

On January 10, 2025, Choice Properties paid in full upon maturity, at par, plus accrued and unpaid interest thereon, the $350 million aggregated principal amount of the 3.55% Series J senior unsecured debentures outstanding.

GUARANTEED INVESTMENT CERTIFICATES The following table summarizes PC Bank's Guaranteed Investment Certificates ("GICs") activity, before commissions, for the years ended as indicated:

($ millions)	**2024**	2023
Balance, beginning of year	**$ 1,654**	$ 1,567
GICs issued	**375**	583
GICs matured	**(552)**	(496)
Balance, end of year	**$ 1,477**	$ 1,654

INDEPENDENT SECURITIZATION TRUST The notes issued by Eagle are debentures, which are collateralized by PC Bank's credit card receivables (see note 11).

During 2024, Eagle issued $350 million (2023 – $250 million) of senior and subordinated term notes with a maturity date of June 17, 2029 (2023 – June 17, 2028). These notes have a weighted average interest rate of 5.03% (2023 – 5.25%). In connection with this issuance, $150 million (2023 – $125 million) of bond forward agreements were settled, resulting in a realized fair value gain of $2 million (2023 – gain of $4 million) before income taxes. The gain on the bond forwards will be reclassified to net earnings over the life of the Eagle notes. This settlement resulted in a net effective interest rate of 4.91% (2023 – 4.95%) on the Eagle notes issued (see note 30).

Senior and subordinated term notes of $250 million (2023 – $250 million) at a weighted average interest rate of 2.28% (2023 – 3.10%), previously issued by Eagle, matured and were repaid on July 17, 2024 (2023 – July 17, 2023).

INDEPENDENT FUNDING TRUSTS As at year end 2024, the independent funding trusts had drawn $590 million (2023 – $558 million) from the revolving committed credit facility that is the source of funding to the independent funding trusts.

Loblaw has a $700 million revolving committed credit facility that is the source of funding to the independent funding trusts that has a maturity date of May 29, 2027.

COMMITTED CREDIT FACILITY The components of the committed lines of credit available as at year end 2024 and 2023 were as follows:

		As at			
		Dec. 31, 2024		Dec. 31, 2023	
($ millions)	Maturity Date	**Available Credit**	**Drawn**	Available Credit	Drawn
George Weston	December 14, 2026	**$ 350**	**$ —**	$ 350	$ —
Loblaw	July 15, 2027	**1,500**	**—**	1,500	—
Choice Properties	June 13, 2029	**1,500**	**—**	1,500	—
Total committed credit facilities		**$ 3,350**	**$ —**	$ 3,350	$ —

These facilities contain certain financial covenants (see note 25).

George Weston GWL has a $350 million revolving committed credit facility, provided by a syndicate of lenders, with a maturity date of December 14, 2026. As at December 31, 2024, no amounts (December 31, 2023 – nil) were drawn under this facility.

Loblaw Loblaw has a $1.5 billion committed credit facility, provided by a syndicate of lenders, with a maturity date of July 15, 2027. As at December 31, 2024, no amounts (December 31, 2023 – nil) were drawn under this facility.

Choice Properties Choice Properties has a $1.5 billion senior unsecured committed revolving credit facility, provided by a syndicate of lenders. During 2024, Choice Properties extended the maturity date for the credit facility from September 1, 2028 to June 13, 2029. As at December 31, 2024, no amounts (December 31, 2023 – nil) were drawn under the facility.

LONG-TERM DEBT DUE WITHIN ONE YEAR The components of long-term debt due within one year were as follows:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Debentures	**$ 547**	$ 1,347
GICs	**331**	541
Independent Securitization Trust	**300**	250
Long-term debt secured by mortgage	**130**	167
Construction Loans	**5**	50
Long-term debt due within one year	**$ 1,313**	$ 2,355

SCHEDULE OF REPAYMENTS The schedule of repayment of long-term debt, based on maturity, is as follows:

($ millions)	Dec. 31, 2024
2025	**$ 1,317**
2026	**1,060**
2027	**1,827**
2028	**1,981**
2029	**2,231**
Thereafter	**7,012**
Total long-term debt (excludes transaction costs)	**$ 15,428**

See note 30 for the fair value of long-term debt.

RECONCILIATION OF LONG-TERM DEBT The following table reconciles the changes in cash flows from financing activities for long-term debt for the years ended as indicated:

($ millions)	2024	2023
Total long-term debt, beginning of year	**$ 14,996**	$ 14,784
Long-term debt issuances[(i)]	**2,613**	1,939
Long-term debt repayments	**(2,285)**	(1,714)
Total cash flow from long-term debt financing activities	**328**	225
Other non-cash changes	**60**	(13)
Total long-term debt, end of year	**$ 15,384**	$ 14,996

(i) Includes net movements from the independent funding trust, which are revolving debt instruments.

Note 23. Other Liabilities

The components of other liabilities were as follows:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Financial liabilities[(i)]	**$ 695**	$ 702
Net defined benefit plan obligation (note 26)	**271**	282
Other long-term employee benefit obligation	**134**	129
Equity-based compensation liability (note 27)	**6**	8
Other	**128**	63
Other liabilities	**$ 1,234**	$ 1,184

(i) Financial liabilities represent properties disposed of by Choice Properties or Loblaw to third parties. On consolidation, these transactions were not recognized as a sale of assets as under the terms of the leases, as the Company did not relinquish control of the properties for purposes of IFRS 16 "Leases" and IFRS 15 "Revenue from Contracts with Customers". As at December 31, 2024, $9 million (December 31, 2023 – $8 million) was recorded in trade payables and other liabilities and $695 million (December 31, 2023 – $702 million) was recorded in other liabilities for all properties recognized as financial liabilities.

Note 24. Share Capital

The components of share capital were as follows:

($ millions)	As at Dec. 31, 2024	Dec. 31, 2023
Common share capital	**$ 2,476**	$ 2,508
Preferred shares, Series I	**228**	228
Preferred shares, Series III	**196**	196
Preferred shares, Series IV	**197**	197
Preferred shares, Series V	**196**	196
Share capital	**$ 3,293**	$ 3,325

COMMON SHARE CAPITAL (AUTHORIZED – UNLIMITED) Common shares issued are fully paid and have no par value. The following table summarizes the activity in the Company's common shares issued and outstanding for the years ended December 31, 2024 and December 31, 2023:

	2024		2023	
($ millions except where otherwise indicated)	**Number of Common Shares**	**Common Share Capital**	Number of Common Shares	Common Share Capital
Issued and outstanding, beginning of year	**134,546,581**	**$ 2,511**	140,737,942	$ 2,619
Issued for settlement of stock options (note 27)	**473,046**	**53**	67,619	8
Purchased and cancelled[(i)]	**(4,974,849)**	**(86)**	(6,258,980)	(116)
Issued and outstanding, end of year	**130,044,778**	**$ 2,478**	134,546,581	$ 2,511
Shares held in trusts, beginning of year	**(123,895)**	**$ (3)**	(160,465)	$ (3)
Purchased for future settlement of RSUs and PSUs	**(46,000)**	**(1)**	(44,000)	(1)
Released for settlement of RSUs and PSUs (note 27)	**83,268**	**2**	80,570	1
Shares held in trusts, end of year	**(86,627)**	**$ (2)**	(123,895)	$ (3)
Issued and outstanding, net of shares held in trusts, end of year	**129,958,151**	**$ 2,476**	134,422,686	$ 2,508
Weighted average outstanding, net of shares held in trusts (note 8)	**132,162,869**		137,527,536	

(i) Number of common shares repurchased and cancelled as at December 31, 2024, does not include shares that may be repurchased subsequent to year end under the automatic share purchase plan ("ASPP"), as described below.

Preferred Shares, Series I (authorized – 10.0 million) GWL has 9.4 million 5.80% non-voting Preferred Shares, Series I outstanding, with a face value of $235 million, which entitle the holders to a fixed cumulative preferred cash dividend of $1.45 per share per annum which will, if declared, be payable quarterly. GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares at $25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holders, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Preferred Shares, Series III (authorized – 10.0 million) GWL has 8.0 million 5.20% non-voting Preferred Shares, Series III outstanding, with a face value of $200 million, which entitle the holders to a fixed cumulative preferred cash dividend of $1.30 per share per annum which will, if declared, be payable quarterly. GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares at $25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holders, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Preferred Shares, Series IV (authorized – 8.0 million) GWL has 8.0 million 5.20% non-voting Preferred Shares, Series IV outstanding, with a face value of $200 million, which entitle the holders to a fixed cumulative preferred cash dividend of $1.30 per share per annum which will, if declared, be payable quarterly. GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares at $25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holders, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Preferred Shares, Series V (authorized – 8.0 million) GWL has 8.0 million 4.75% non-voting Preferred Shares, Series V outstanding, with a face value of $200 million, which entitle the holders to a fixed cumulative preferred cash dividend of $1.1875 per share per annum which will, if declared, be payable quarterly. GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares at $25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holders, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

DIVIDENDS The declaration and payment of dividends on the Company's common shares and the amount thereof are at the discretion of the Company's Board which takes into account the Company's financial results, capital requirements, available cash flow, future prospects of the Company's business and other factors considered relevant from time to time. Over time, it is the Company's intention to increase the amount of the dividend while retaining appropriate free cash flow to finance future growth. In the second quarter of 2024 and in the second quarter of 2023, the Board raised the quarterly common share dividend by $0.107 to $0.820 and by $0.053 to $0.713 per share, respectively. The Board declared dividends for the years ended as follows:

($)	**2024**	2023
Dividends declared per share[(i)]:		
Common share	**$ 3.173**	$ 2.799
Preferred share:		
Series I	**$ 1.45**	$ 1.45
Series III	**$ 1.30**	$ 1.30
Series IV	**$ 1.30**	$ 1.30
Series V	**$ 1.1875**	$ 1.1875

(i) Dividends declared in the fourth quarter of 2024 on common shares and Preferred Shares, Series III, Series IV and Series V were payable on January 1, 2025. Dividends declared in the fourth quarter of 2024 on Preferred Shares, Series I were payable on December 15, 2024.

The following table summarizes the Company's quarterly dividends declared subsequent to year end 2024:

($)		
Dividends declared per share[(i)]	– Common share	$ 0.820
	– Preferred share:	
	Series I	$ 0.3625
	Series III	$ 0.3250
	Series IV	$ 0.3250
	Series V	$ 0.296875

(i) Dividends declared in the first quarter of 2025 on common shares and Preferred Shares, Series III, Series IV and Series V are payable on April 1, 2025. Dividends declared in the first quarter of 2025 on Preferred Shares, Series I are payable on March 15, 2025.

NORMAL COURSE ISSUER BID PROGRAM The following table summarizes the Company's activity under its NCIB for the years ended as follows:

($ millions except where otherwise indicated)		**2024**		2023
Purchased for future settlement of RSUs and PSUs (number of shares)		**46,000**		44,000
Purchased for current settlement of DSUs (number of shares)		**1,721**		7,521
Purchased and cancelled (number of shares)		**4,974,849**		6,258,980
Cash consideration paid				
Purchased and held in trusts	**$**	**(10)**	$	(7)
Purchased and settled		**—**		(1)
Purchased and cancelled		**(990)**		(1,001)
Premium charged to retained earnings				
Purchased and held in trusts	**$**	**9**	$	6
Purchased and settled		**—**		(2)
Purchased and cancelled[(i)]		**876**		874
Reduction in share capital[(ii)]	**$**	**86**	$	116

(i) Includes $82 million (2023 – $124 million) related to the ASPP, as described below.
(ii) Includes $8 million (2023 – $16 million) related to the ASPP, as described below.

In 2024, GWL renewed its NCIB to purchase on the Toronto Stock Exchange ("TSX") or through alternative trading systems up to 6,646,057 of its common shares, representing approximately 5% of issued and outstanding common shares.

Consistent with the exemption originally granted by the TSX in 2023, Wittington, the Company's controlling shareholder, is permitted to participate in the NCIB in a fixed proportion equal to 50% of Wittington's pro rata share of the issued and outstanding common shares of the Company. Purchases of common shares from Wittington will be made during the TSX's Special Trading Session pursuant to an automatic disposition plan agreement among the Company's broker, the Company and Wittington. The maximum number of common shares that may be purchased pursuant to the NCIB will be reduced by the number of common shares purchased from Wittington.

In 2024, 4,974,849 common shares (2023 – 6,258,980 common shares) were purchased under the NCIB for cancellation for aggregate consideration of $990 million (2023 – $1,001 million), including 1,447,904 common shares (2023 – 698,746 common shares) purchased from Wittington for aggregate consideration of $288 million (2023 – $107 million).

From time to time, the Company participates in an ASPP with a broker in order to facilitate the purchase of the Company's common shares under its NCIB. During the effective period of the ASPP, the Company's broker may purchase common shares at times when the Company would not be active in the market. As at December 31, 2024, an obligation to repurchase shares of $90 million was recognized under the ASPP in trade payables and other liabilities in the Company's consolidated financial statements.

As of December 31, 2024, 2,812,214 common shares were purchased under the Company's current NCIB.

Note 25. Capital Management

In order to manage its capital structure, the Company may, among other activities, adjust the amount of dividends paid to shareholders, purchase shares for cancellation pursuant to its NCIB, issue new shares or issue or repay long-term debt with the objective of:

- ensuring sufficient liquidity is available to support its financial obligations and to execute its operating and strategic plans;
- maintaining financial capacity and flexibility through access to capital to support future development of the business;
- minimizing the after-tax cost of its capital while taking into consideration current and future industry, market and economic risks and conditions;
- utilizing short-term funding sources to manage its working capital requirements and long-term funding sources to manage the long-term capital investments of the business;
- returning an appropriate amount of capital to shareholders; and
- targeting an appropriate leverage and capital structure for the Company and each of its reportable operating segments.

The Company has policies in place which govern debt financing plans and risk management strategies for liquidity, interest rates and foreign exchange. These policies outline measures and targets for managing capital, including a range for leverage consistent with the desired credit rating. Management and the Audit Committee regularly review the Company's compliance with, and performance against, these policies. In addition, management regularly reviews these policies to ensure they remain consistent with the risk tolerance acceptable to the Company.

The following table summarizes the Company's total capital under management:

($ millions)	As at Dec. 31, 2024	Dec. 31, 2023
Bank indebtedness	**$ —**	$ 13
Demand deposits from customer	**353**	166
Short-term debt	**800**	850
Long-term debt due within one year	**1,313**	2,355
Long-term debt	**14,071**	12,641
Certain other liabilities[(i)]	**806**	800
Total debt excluding lease liabilities	**$ 17,343**	$ 16,825
Lease liabilities due within one year	**1,045**	880
Lease liabilities	**4,977**	4,563
Total debt including lease liabilities	**$ 23,365**	$ 22,268
Equity attributable to shareholders of the Company	**6,242**	6,675
Total capital under management	**$ 29,607**	$ 28,943

(i) As at December 31, 2024, certain other liabilities include financial liabilities of $704 million related to the sale and leaseback of retail and industrial properties (December 31, 2023 - $710 million) (see note 23).

COVENANTS AND REGULATORY REQUIREMENTS The Company and Loblaw are subject to certain key financial and non-financial covenants under their existing credit facilities, certain debentures and letters of credit. These covenants, which include interest coverage and leverage ratios, as defined in the respective agreements, are measured by the Company and Loblaw on a quarterly basis to ensure compliance with these agreements. As at year end 2024 and throughout the year, the Company and Loblaw were in compliance with each of their covenants under their agreements.

Loblaw is subject to externally imposed capital requirements from the Office of the Superintendent of Financial Institutions ("OSFI"), the primary regulator of PC Bank. PC Bank's capital management objectives are to maintain a consistently strong capital position while considering the economic risks generated by its credit card receivables portfolio and to meet all regulatory capital requirements as defined by OSFI. PC Bank uses Basel III as its regulatory capital management framework, which includes a target common equity Tier 1 capital ratio of 7.0%, a Tier 1 capital ratio of 8.5% and a total capital ratio of 10.5%. In addition to the regulatory capital ratios requirement, PC Bank is subject to the Basel III Leverage ratio. PC Bank is also subject to OSFI's Guideline on Liquidity Adequacy Requirements ("LARs"). The LARs guideline establishes standards based on the Basel III framework, including a Liquidity Coverage Ratio standard. As at year end 2024 and throughout the year, PC Bank has met all applicable regulatory requirements.

Choice Properties has certain key financial covenants in its debentures and committed credit facility. The key financial covenants include debt service ratios and leverage ratios, as defined in the respective agreements. These ratios are measured by Choice Properties on an on-going basis to ensure compliance with the agreements. As at year end 2024 and throughout the year, Choice Properties was in compliance with each of the key financial covenants under these agreements.

In addition, the Company has wholly-owned subsidiaries that engage in insurance related activities. These subsidiaries each exceeded their minimum regulatory capital and surplus requirements as at year end 2024.

Note 26. Post-Employment Benefits

POST-EMPLOYMENT BENEFITS The Company sponsors a number of pension plans, including registered defined benefit pension plans, registered defined contribution pension plans and supplemental unfunded arrangements providing pension benefits in excess of statutory limits. Certain obligations of the Company under these supplemental pension arrangements are secured by a standby letter of credit issued by a major Canadian chartered bank.

The Loblaw Governance, Talent and Compensation Committee, which assumed responsibilities from the former Loblaw Pension Committee in January 2025, and the GWL Governance, Human Resource, Nominating and Compensation Committee (collectively, the "Committees") oversee the Company's and the Loblaw's pension plans. The Committees are responsible for assisting the Company's and Loblaw's Boards in fulfilling their general oversight responsibilities for the plans.

The Company's defined benefit pension plans are primarily funded by the Company, predominantly non-contributory and the benefits are, in general, based on career average earnings subject to limits. The funding is based on regulatory going concern and solvency valuations for which the assumptions may differ from the assumptions used for accounting purposes as detailed in this note.

The Company also offers certain other defined benefit plans other than pension plans. These other defined benefit plans are generally not funded, are mainly non-contributory and include health care, life insurance and dental benefits. Employees eligible for these other defined benefit plans are those who retire at certain ages having met certain service requirements. The majority of other defined benefit plans for current and future retirees include a limit on the total benefits payable by the Company.

The Company's defined benefit pension plans and other defined benefit plans expose it to a number of actuarial risks, such as longevity risk, interest rate risk and market risk.

In Canada, the Company also has a national defined contribution plan for salaried employees. All newly hired salaried employees are only eligible to participate in this defined contribution plan. The Company also contributes to various MEPPs, which are administered by independent boards of trustees generally consisting of an equal number of union and employer representatives.

The Company, together with its franchises, is the largest participating employer in the Canadian Commercial Workers Industry Pension Plan ("CCWIPP"), with approximately 53,000 (2023 – 53,000) employees as members. The Company's responsibility to make contributions to these plans is limited by amounts established pursuant to its collective agreements (see note 28).

The Company expects to make contributions in 2025 to its defined benefit and defined contribution plans and the MEPPs in which it participates as well as make benefit payments to the beneficiaries of the supplemental unfunded defined benefit pension plans, other defined benefit plans and other long-term employee benefit plans.

DEFINED BENEFIT PENSION PLANS AND OTHER DEFINED BENEFIT PLANS Information on the Company's defined benefit pension plans and other defined benefit plans, in aggregate, is summarized as follows:

	As at			
	Dec. 31, 2024		Dec. 31, 2023	
($ millions)	**Defined Benefit Pension Plans**	**Other Defined Benefit Plans**	Defined Benefit Pension Plans	Other Defined Benefit Plans
Present value of funded obligations	**$ (1,514)**	**$ —**	$ (1,480)	$ —
Present value of unfunded obligations	**(154)**	**(108)**	(157)	(116)
Total present value of defined benefit obligations	**$ (1,668)**	**$ (108)**	$ (1,637)	$ (116)
Fair value of plan assets	**1,889**	**—**	1,793	—
Total funded status of surpluses (obligations)	**$ 221**	**$ (108)**	$ 156	$ (116)
Assets not recognized due to asset ceiling	**(14)**	**—**	(13)	—
Total net defined benefit plan surpluses (obligations)	**$ 207**	**$ (108)**	$ 143	$ (116)
Recorded on the consolidated balance sheets as follows:				
Other assets (note 19)	**$ 370**	**$ —**	$ 309	$ —
Other liabilities (note 23)	**$ (163)**	**$ (108)**	$ (166)	$ (116)

The following are the continuities of the fair value of plan assets and the present value of the defined benefit plan obligations:

	2024			2023		
($ millions)	**Defined Benefit Pension Plans**	**Other Defined Benefit Plans**	**Total**	Defined Benefit Pension Plans	Other Defined Benefit Plans	Total
Changes in the fair value of plan assets						
Fair value, beginning of year	**$ 1,793**	**$ —**	**$ 1,793**	$ 1,616	$ —	$ 1,616
Employer contributions	**—**	**—**	**—**	21	—	21
Employee contributions	**2**	**—**	**2**	2	—	2
Benefits paid	**(52)**	**—**	**(52)**	(50)	—	(50)
Interest income	**81**	**—**	**81**	86	—	86
Actuarial gains in other comprehensive income	**69**	**—**	**69**	121	—	121
Other	**(4)**	**—**	**(4)**	(3)	—	(3)
Fair value, end of year	**$ 1,889**	**$ —**	**$ 1,889**	$ 1,793	$ —	$ 1,793
Changes in the present value of the defined benefit plan obligations						
Balance, beginning of year	**$ 1,637**	**$ 116**	**$ 1,753**	$ 1,446	$ 119	$ 1,565
Current service cost	**43**	**2**	**45**	44	4	48
Interest cost	**76**	**5**	**81**	74	6	80
Benefits paid	**(63)**	**(5)**	**(68)**	(57)	(3)	(60)
Employee contributions	**2**	**—**	**2**	2	—	2
Actuarial (gains) losses in other comprehensive income	**(27)**	**(10)**	**(37)**	128	(10)	118
Balance, end of year	**$ 1,668**	**$ 108**	**$ 1,776**	$ 1,637	$ 116	$ 1,753
Total funded status of surpluses (obligations)	**$ 221**	**$ (108)**	**$ 113**	$ 156	$ (116)	$ 40
Changes in the assets not recognized due to asset ceiling						
Balance, beginning of year	**$ 13**	**$ —**	**$ 13**	$ 265	$ —	$ 265
Change in liability arising from change in asset ceiling	**—**	**—**	**—**	(267)	—	(267)
Interest expense on assets not recognized due to asset ceiling	**1**	**—**	**1**	15	—	15
Balance, end of year	**$ 14**	**$ —**	**$ 14**	$ 13	$ —	$ 13
Total net defined benefit plan surpluses (obligations)	**$ 207**	**$ (108)**	**$ 99**	$ 143	$ (116)	$ 27

For the year ended 2024, the actual gain on plan assets was $150 million (2023 – gain of $207 million).

The net defined benefit obligation can be allocated to the plans' participants as follows:

- Active plan participants – 49% (2023 – 51%)
- Deferred plan participants – 12% (2023 – 12%)
- Retirees – 39% (2023 – 37%)

During 2025, the Company expects to contribute nominal amounts (2024 – contributed nominal amounts) to its registered defined benefit pension plans due to the surplus position of the total funded status of the pension plans. The actual amount of contributions may vary from the estimate depending on the funded positions of the plans, filing of any actuarial valuations, any new regulatory requirements, or other factors related to its registered defined benefit pension plans.

The net cost recognized in net earnings before income taxes for the Company's defined benefit pension plans and other defined benefit plans was as follows:

	2024			2023		
($ millions)	**Defined Benefit Pension Plans**	**Other Defined Benefit Plans**	**Total**	Defined Benefit Pension Plans	Other Defined Benefit Plans	Total
Current service cost	**$ 43**	**$ 2**	**$ 45**	$ 44	$ 4	$ 48
Net interest (income) cost on net defined benefit plan asset (obligations)	**(4)**	**5**	**1**	3	6	9
Other	**4**	**—**	**4**	3	—	3
Net post-employment defined benefit cost	**$ 43**	**$ 7**	**$ 50**	$ 50	$ 10	$ 60

The actuarial gains recognized in other comprehensive income for defined benefit plans were as follows:

	2024			2023		
($ millions)	**Defined Benefit Pension Plans**	**Other Defined Benefit Plans**	**Total**	Defined Benefit Pension Plans	Other Defined Benefit Plans	Total
Return on plan assets excluding amounts included in net interest expense and other financing charges	**$ 69**	**$ —**	**$ 69**	$ 121	$ —	$ 121
Experience adjustments	**5**	**2**	**7**	(20)	12	(8)
Actuarial gains from change in demographic assumptions	**—**	**7**	**7**	35	8	43
Actuarial gains (losses) from change in financial assumptions[(i)]	**22**	**1**	**23**	(143)	(10)	(153)
Change in liability arising from change in asset ceiling[(i)]	**—**	**—**	**—**	267	—	267
Total net actuarial gains recognized in other comprehensive income before income taxes	**$ 96**	**$ 10**	**$ 106**	$ 260	$ 10	$ 270
Income tax expenses on actuarial gains (note 7)	**(25)**	**(3)**	**(28)**	(69)	(2)	(71)
Actuarial gains net of income tax expenses	**$ 71**	**$ 7**	**$ 78**	$ 191	$ 8	$ 199

(i) The actuarial gains and the change in liability arising from change in asset ceiling were primarily driven by an increase in discount rates.

The cumulative actuarial gains before income taxes recognized in equity for the Company's defined benefit plans were as follows:

	2024			2023		
($ millions)	**Defined Benefit Pension Plans**	**Other Defined Benefit Plans**	**Total**	Defined Benefit Pension Plans	Other Defined Benefit Plans	Total
Cumulative amount, beginning of year	**$ 289**	**$ 137**	**$ 426**	$ 29	$ 127	$ 156
Net actuarial gains recognized in the year before income taxes	**96**	**10**	**106**	260	10	270
Cumulative amount, end of year	**$ 385**	**$ 147**	**$ 532**	$ 289	$ 137	$ 426

COMPOSITION OF PLAN ASSETS The defined benefit pension plan assets are held in trust and consist of the following asset categories:

	As at			
($ millions except where otherwise indicated)	**Dec. 31, 2024**		Dec. 31, 2023	
Equity securities				
Canadian – pooled funds	**$ 25**	**1%**	$ 23	1%
Foreign – pooled funds	**853**	**45%**	794	45%
Total equity securities	**$ 878**	**46%**	$ 817	46%
Debt securities				
Fixed income securities:				
– government	**$ 600**	**32%**	$ 562	31%
– corporate	**171**	**9%**	152	9%
Total debt securities	**$ 771**	**41%**	$ 714	40%
Other investments	**$ 235**	**12%**	$ 221	12%
Cash and cash equivalents	**$ 5**	**1%**	$ 41	2%
Total	**$ 1,889**	**100%**	$ 1,793	100%

As at year end 2024 and 2023, the defined benefit pension plans did not directly include any GWL, Loblaw or Choice Properties securities.

All equity and debt securities and other investments are valued based on quoted prices (unadjusted) in active markets for identical assets or liabilities or based on inputs other than quoted prices in active markets that are observable for the asset or liability, either directly as prices or indirectly, either derived from prices or as per agreements for contractual returns.

The Company's asset allocation reflects a balance of interest rate sensitive investments, such as fixed income investments, and equities, which are expected to provide higher returns over the long-term. The Company's targeted asset allocations are actively monitored and adjusted on a plan by plan basis to align the asset mix with the liability profiles of the plans.

PRINCIPAL ACTUARIAL ASSUMPTIONS The principal actuarial assumptions used in calculating the Company's defined benefit plan obligations and net defined benefit plan cost for the year were as follows (expressed as weighted averages):

	2024		2023	
	Defined Benefit Pension Plans	**Other Defined Benefit Plans**	Defined Benefit Pension Plans	Other Defined Benefit Plans
Defined Benefit Plan Obligations				
Discount rate	**4.70%**	**4.70%**	4.60%	4.60%
Rate of compensation increase	**3.00 %**	**n/a**	4% for 2023 and 3% thereafter	n/a
Mortality table[(i)]	**CPM-RPP2014Pub/Priv Generational**	**CPM-RPP2014Pub/Priv Generational**	CPM-RPP2014Pub/Priv Generational	CPM-RPP2014Pub/Priv Generational
Net Defined Benefit Plan Cost				
Discount rate	**4.60%**	**4.60%**	5.30%	5.30%
Rate of compensation increase	**3.00%**	**n/a**	4.00%	n/a
Mortality table[(i)]	**CPM-RPP2014Pub/Priv Generational**	**CPM-RPP2014Pub/Priv Generational**	CPM-RPP2014Pub/Priv Generational	CPM-RPP2014Pub/Priv Generational

n/a – not applicable

(i) An adjusted public or private sector mortality table is used depending on the prominent demographics and actual experience for each plan.

The weighted average duration of the defined benefit obligations as at year end 2024 is 13.7 years (2023 – 14.0 years).

The growth rate of health care costs, primarily drug and other medical costs, for the other defined benefit plan obligations as at year end 2024 was estimated at 5.10% and is expected to increase to 5.30% as at year end 2025.

SENSITIVITY OF KEY ACTUARIAL ASSUMPTIONS The following table outlines the key assumptions for 2024 (expressed as weighted averages) and the sensitivity of these assumptions on the defined benefit plan obligations.

The sensitivity analysis provided in the table is hypothetical and should be used with caution. The sensitivities of each key assumption have been calculated independently of any changes in other key assumptions. Actual experience may result in changes in a number of key assumptions simultaneously. Changes in one factor may result in changes in another, which could amplify or reduce the impact of such assumptions.

		Defined Benefit Pension Plans	**Other Defined Benefit Plans**
Increase (Decrease) ($ millions)		**Defined Benefit Plan Obligations**	**Defined Benefit Plan Obligations**
Discount rate		**4.70%**	**4.70%**
Impact of:	1% increase	**$ (197)**	**$ (12)**
	1% decrease	**$ 243**	**$ 15**
Expected growth rate of health care costs			**5.10%**
Impact of:	1% increase	**n/a**	**$ 9**
	1% decrease	**n/a**	**$ (8)**
Mortality rates			
Impact of:	One year increase in life expectancy	**$ 31**	**$ 1**
	One year decrease in life expectancy	**$ (29)**	**$ (1)**

n/a – not applicable

Note 27. Equity-Based Compensation

The Company's equity-based compensation arrangements include stock option plans, RSU plans, PSU plans, DSU plans, EDSU plans and Choice Properties' unit-based compensation plans. The Company's costs recognized in SG&A related to its equity-based compensation arrangements in 2024 were $82 million (2023 – $87 million).

The following table presents the carrying amount of the Company's equity-based compensation arrangements:

	As at	
($ millions)	**Dec. 31, 2024**	Dec. 31, 2023
Trade payables and other liabilities	**$ 13**	$ 11
Other liabilities (note 23)	**$ 6**	$ 8
Contributed surplus	**$ 140**	$ 143

Details related to the equity-based compensation plans of GWL and Loblaw are as follows:

STOCK OPTION PLANS GWL maintains a stock option plan for certain employees. Under this plan, GWL may grant options for up to 6,453,726 of its common shares.

Loblaw maintains a stock option plan for certain employees. Under this plan, Loblaw may grant options for up to 28,137,162 of its common shares.

The following table is a summary of GWL's stock option plan activity:

	2024		2023	
	Options (number of shares)	**Weighted Average Exercise Price/Share**	Options (number of shares)	Weighted Average Exercise Price/Share
Outstanding options, beginning of year	**1,695,657**	**$ 110.68**	1,648,766	$ 106.38
Granted	**112,657**	**$ 178.19**	114,510	$ 169.85
Exercised (note 24)	**(473,046)**	**$ 100.98**	(67,619)	$ 105.97
Expired	**(14,476)**	**$ 112.52**	—	$ —
Outstanding options, end of year	**1,320,792**	**$ 119.90**	1,695,657	$ 110.68
Options exercisable, end of year	**749,404**	**$ 106.73**	911,368	$ 102.56

The following table summarizes information about GWL's outstanding stock options as at December 31, 2024:

					2024
	Outstanding Options			**Exercisable Options**	
Range of Exercise Prices ($)	**Number of Options Outstanding**	**Weighted Average Remaining Contractual Life (years)**	**Weighted Average Exercise Price/Share**	**Number of Exercisable Options**	**Weighted Average Exercise Price/Share**
$93.17 - $102.51	**490,272**	**3**	**$ 98.49**	**331,405**	**$ 97.35**
$102.52 - $104.48	**387,194**	**2**	**$ 104.15**	**282,131**	**$ 104.15**
$104.49 - $190.66	**443,326**	**4**	**$ 157.32**	**135,868**	**$ 134.93**
	1,320,792		**$ 119.90**	**749,404**	**$ 106.73**

During 2024, GWL issued common shares on the exercise of stock options with a weighted average market share price of $195.09 (2023 – $164.39) per common share and received cash consideration of $48 million (2023 – $7 million).

The fair value of stock options granted by GWL during 2024 was $4 million (2023 – $4 million). The assumptions used to measure the grant date fair value of the GWL options granted during the years ended under the Black-Scholes stock option valuation model were as follows:

	2024	2023
Expected dividend yield	**1.6%**	1.6%
Expected share price volatility	**20.1% - 21.8%**	19.3% - 21.2%
Risk-free interest rate	**3.3% - 3.7%**	3.4% - 3.6%
Expected life of options	**5.0 - 6.6 years**	5.0 - 6.6 years

Estimated forfeiture rates are incorporated into the measurement of stock option plan expense. The forfeiture rate applied as at year end 2024 was 1.1% (2023 – 1.3%).

The following table is a summary of Loblaw's stock option plan activity:

	2024			2023		
	Options (number of shares)		**Weighted Average Exercise Price/Share**	Options (number of shares)		Weighted Average Exercise Price/Share
Outstanding options, beginning of year	**5,496,224**	**$**	**79.89**	5,782,615	$	71.07
Granted	**505,535**	**$**	**147.68**	857,666	$	118.94
Exercised	**(2,178,132)**	**$**	**67.69**	(984,923)	$	61.48
Forfeited/cancelled	**(217,306)**	**$**	**97.56**	(159,134)	$	83.80
Expired	**(14,133)**	**$**	**59.00**	—	$	—
Outstanding options, end of year	**3,592,188**	**$**	**95.85**	5,496,224	$	79.89
Options exercisable, end of year	**1,204,271**	**$**	**78.58**	2,321,812	$	67.05

The following table summarizes information about Loblaw's outstanding stock options as at December 31, 2024:

						2024
	Outstanding Options			**Exercisable Options**		
Range of Exercise Prices ($)	**Number of Options Outstanding**	**Weighted Average Remaining Contractual Life (years)**	**Weighted Average Exercise Price/Share**	**Number of Exercisable Options**		**Weighted Average Exercise Price/Share**
$55.18 - $70.13	**1,431,486**	**2**	**$ 64.96**	**789,872**	**$**	**64.59**
$70.14 - $117.72	**953,973**	**4**	**$ 98.25**	**293,674**	**$**	**99.42**
$117.73 - $179.77	**1,206,729**	**6**	**$ 130.58**	**120,725**	**$**	**119.43**
	3,592,188		**$ 95.85**	**1,204,271**	**$**	**78.58**

During 2024, Loblaw issued common shares on the exercise of stock options with a weighted average market share price of $153.42 (2023 – $120.31) per common share and received cash consideration of $147 million (2023 – $61 million).

The fair value of stock options granted by Loblaw during 2024 was $15 million (2023 – $21 million). The assumptions used to measure the grant date fair value of the Loblaw options granted during the years ended as indicated under the Black-Scholes stock option valuation model were as follows:

	2024	2023
Expected dividend yield	**1.2%**	1.5%
Expected share price volatility	**17.6% - 22.0%**	19.4% – 22.5%
Risk-free interest rate	**3.1% - 3.8%**	3.0% – 4.2%
Expected life of options	**3.8 - 6.2 years**	3.8 – 6.2 years

Estimated forfeiture rates are incorporated into the measurement of stock option plan expense. The forfeiture rate applied as at year end 2024 was 10.0% (2023 – 11.0%).

RESTRICTED SHARE UNIT PLANS The following table is a summary of GWL's and Loblaw's RSU plan activity:

	GWL		Loblaw	
(Number of awards)	**2024**	2023	**2024**	2023
Outstanding RSUs, beginning of year	**22,400**	25,499	**752,848**	716,827
Granted	**4,768**	8,127	**159,940**	252,588
Reinvested	**323**	384	**5,678**	10,481
Settled	**(7,726)**	(10,655)	**(291,741)**	(204,779)
Forfeited	**(1,061)**	(955)	**(39,328)**	(22,269)
Outstanding RSUs, end of year	**18,704**	22,400	**587,397**	752,848

The fair value of GWL's and Loblaw's RSUs granted during 2024 was $1 million (2023 – $1 million) and $25 million (2023 – $30 million), respectively.

PERFORMANCE SHARE UNIT PLANS The following table is a summary of GWL's and Loblaw's PSU plan activity:

	GWL		Loblaw	
(Number of awards)	**2024**	2023	**2024**	2023
Outstanding PSUs, beginning of year	**110,100**	144,083	**576,075**	648,199
Granted	**37,071**	33,951	**304,972**	319,671
Reinvested	**1,331**	1,988	**4,345**	8,707
Settled	**(75,542)**	(69,915)	**(415,374)**	(376,108)
Forfeited	**(6)**	(7)	**(30,849)**	(24,394)
Outstanding PSUs, end of year	**72,954**	110,100	**439,169**	576,075

The fair value of GWL's and Loblaw's PSUs granted during 2024 was $4 million (2023 – $4 million) and $18 million (2023 – $20 million), respectively.

SETTLEMENT OF AWARDS FROM SHARES HELD IN TRUSTS The following table summarizes GWL's settlement of RSUs and PSUs from shares held in trusts for the years ended as indicated:

(Number of awards)	**2024**	2023
Settled	**83,268**	80,570
Released from trusts (note 24)	**83,268**	80,570

During 2024, the settlement of awards from shares held in trusts resulted in a $7 million increase (2023 – $7 million) in retained earnings and a $2 million increase (2023 – $1 million) in share capital.

DIRECTOR DEFERRED SHARE UNIT PLANS The following table is a summary of GWL's and Loblaw's DSU plan activity:

	GWL		Loblaw	
(Number of awards)	**2024**	2023	**2024**	2023
Outstanding DSUs, beginning of year	**164,480**	161,207	**351,636**	325,231
Granted	**7,847**	10,107	**18,173**	21,458
Reinvested	**2,592**	2,736	**3,149**	4,947
Settled	**—**	(9,570)	**(47,289)**	—
Outstanding DSUs, end of year	**174,919**	164,480	**325,669**	351,636

The fair value of GWL's and Loblaw's DSUs granted during 2024 was $2 million (2023 – $2 million) and $3 million (2023 – $3 million), respectively.

EXECUTIVE DEFERRED SHARE UNIT PLANS The following table is a summary of GWL's and Loblaw's EDSU plan activity:

	GWL		Loblaw	
(Number of awards)	**2024**	2023	**2024**	2023
Outstanding EDSUs, beginning of year	**46,066**	45,273	**38,340**	65,498
Granted	**—**	—	**2,671**	3,303
Reinvested	**697**	793	**357**	888
Settled	**(1,721)**	—	**(1,677)**	(31,339)
Forfeited	**—**	—	**—**	(10)
Outstanding EDSUs, end of year	**45,042**	46,066	**39,691**	38,340

There were no GWL EDSUs granted in 2024 and 2023. The fair value of Loblaw's EDSUs granted during 2024 was nominal (2023 – nominal).

CHOICE PROPERTIES The following are details related to the unit-based compensation plans of Choice Properties:

UNIT OPTION PLAN Choice Properties maintains a Unit Option plan for certain employees. Under this plan, Choice Properties may grant Unit Options totaling up to 19,744,697 Units, as approved at the annual and special meeting of Unitholders on April 29, 2015. The Unit Options vest in tranches over a period of four years.

The following table is a summary of Choice Properties' Unit Option plan activity:

	2024			2023		
	Number of awards		**Weighted average exercise price/unit**	Number of awards		Weighted average exercise price/unit
Outstanding Unit Options, beginning of year	**164,300**	**$**	**11.92**	253,154	$	12.01
Exercised	**(64,000)**	**$**	**11.92**	(88,823)	$	12.17
Expired	**—**	**$**	**—**	(31)	$	13.93
Outstanding Unit Options, end of year	**100,300**	**$**	**11.92**	164,300	$	11.92
Unit Options exercisable, end of year	**100,300**	**$**	**11.92**	164,300	$	11.92

The assumptions used to measure the fair value of the Unit Options under the Black-Scholes model were as follows:

	2024	2023
Expected distribution yield	**5.7%**	5.4%
Expected Unit price volatility	**14.5%**	11.3%
Risk-free interest rate	**0.03%**	0.06%
Expected life of options	**0.1 years**	0.1 years

RESTRICTED UNIT PLAN RUs entitle certain employees to receive the value of the RU award in cash or Units at the end of the applicable vesting period, which is usually three years in length. The RU plan provides for the crediting of additional RUs in respect of distributions paid on Units for the period when a RU is outstanding. The fair value of each RU granted is measured based on the market value of a Trust Unit at the balance sheet date. There were no RUs vested as at year end 2024 and 2023.

The following table is a summary of Choice Properties' RU plan activity:

(Number of awards)	**2024**	2023
Outstanding RUs, beginning of year	**265,338**	271,147
Granted	**119,867**	128,795
Reinvested	**15,544**	16,361
Exercised	**(96,610)**	(96,308)
Forfeited	**(28,638)**	(54,657)
Outstanding RUs, end of year	**275,501**	265,338

UNIT-SETTLED RESTRICTED UNIT PLAN Under the terms of the URU plan, certain employees are granted URUs, which are subject to vesting conditions and disposition restrictions. Typically, full vesting of the URUs occurs three years after the date of grant. Depending on the nature of the grant, the URUs are subject to a six-year holding period during which the Units cannot be disposed. There were 1,573,240 URUs vested, but still subject to disposition restrictions as at year end 2024 (2023 – 1,503,185).

The following table is a summary of Choice Properties' URU plan activity for units not yet vested:

(Number of awards)	**2024**	2023
Outstanding URUs, beginning of year	**705,401**	666,719
Granted	**304,610**	240,893
Forfeited	**(10,486)**	(4,942)
Vested	**(228,444)**	(197,269)
Outstanding URUs, end of year	**771,081**	705,401

PERFORMANCE UNIT PLAN PUs entitle certain employees to receive the value of the PU award in cash or Units at the end of the applicable performance period, which is usually three years in length, based on Choice Properties achieving certain performance conditions. The PU plan provides for the crediting of additional PUs in respect of distributions paid on Units for the period when a PU is outstanding. The fair value of each PU granted is measured based on the market value of a Trust Unit at the balance sheet date. There were no PUs vested as at year end 2024 and 2023.

The following table is a summary of Choice Properties' PU plan activity:

(Number of awards)	**2024**	2023
Outstanding PUs, beginning of year	**256,674**	238,418
Granted	**94,335**	97,056
Reinvested	**14,000**	14,148
Exercised	**(116,832)**	(107,057)
Forfeited	**(14,562)**	(19,737)
Added by performance factor	**19,918**	33,846
Outstanding PUs, end of year	**253,533**	256,674

TRUSTEE DEFERRED UNIT PLAN Non-management members of the Choice Properties' Board of Trustees are required to receive a portion of their annual retainer in the form of DUs and may also elect to receive up to 100% of their remaining fees in DUs. Distributions paid earn fractional DUs, which are treated as additional awards. The fair value of each DU granted is measured based on the market value of a Unit at the balance sheet date. All DUs vest when granted, however, they cannot be exercised while Trustees are members of the Board.

The following table is a summary of Choice Properties' DU plan activity:

(Number of awards)	**2024**	2023
Outstanding Trustee DUs, beginning of year	**559,380**	506,556
Granted	**110,696**	111,047
Reinvested	**33,565**	30,029
Exercised	**—**	(88,252)
Outstanding Trustee DUs, end of year	**703,641**	559,380

Note 28. Employee Costs

Included in operating income were the following employee costs:

($ millions)	**2024**	2023
Wages, salaries and other short-term employee benefits	**$ 7,985**	$ 7,693
Post-employment benefits (note 26)[(i)(ii)]	**157**	155
Other long-term employee benefits (note 26)	**31**	52
Equity-based compensation	**76**	82
Capitalized to fixed assets and intangible assets	**(128)**	(133)
Employee costs	**$ 8,121**	$ 7,849

(i) Includes $39 million (2023 - $35 million) of the Company's contributions made in connection with defined contribution pension plans.

(ii) Includes $69 million (2023 - $69 million) of the Company's contributions made in connection with the MEPPs, of which $68 million (2023 - $69 million) relates to CCWIPP.

Note 29. Leases

The Company leases certain of Loblaw's retail stores and distribution centres, corporate offices, passenger vehicles, trailers and IT equipment. Leases of Loblaw's retail stores are a substantial portion of the Company's lease portfolio. Loblaw retail store leases typically have an initial contractual period of 10 to 15 years with additional renewal options available thereafter.

The Company has owned and leased properties that are leased and subleased to third parties, respectively. Owned properties are held to either earn rental income, for capital appreciation, or both. Subleases are primarily related to non-consolidated franchise stores, medical centres and ancillary tenants within Loblaw stores.

AS A LESSEE

Right-of-Use Assets The following are continuities of the cost and accumulated depreciation of right-of-use assets for the years ended December 31, 2024 and December 31, 2023:

			2024			2023
($ millions)	**Property**	**Other**	**Total**	Property	Other	Total
Cost						
Balance, beginning of year	**$ 7,176**	**$ 185**	**$ 7,361**	$ 6,456	$ 131	$ 6,587
Lease additions, net of lease terminations	**468**	**17**	**485**	215	29	244
Lease extensions and other items	**724**	**(3)**	**721**	577	25	602
Retired leases	**(49)**	**—**	**(49)**	(72)	—	(72)
Reclassification to asset held for sale (note 13)	**(12)**	**—**	**(12)**	—	—	—
Balance, end of year	**$ 8,307**	**$ 199**	**$ 8,506**	$ 7,176	$ 185	$ 7,361
Accumulated depreciation						
Balance, beginning of year	**$ 2,849**	**$ 104**	**$ 2,953**	$ 2,297	$ 82	$ 2,379
Depreciation	**652**	**23**	**675**	628	22	650
Net impairment losses (reversals) (note 14)	**7**	**—**	**7**	(4)	—	(4)
Retired leases	**(49)**	**—**	**(49)**	(72)	—	(72)
Balance, end of year	**$ 3,459**	**$ 127**	**$ 3,586**	$ 2,849	$ 104	$ 2,953
Carrying amount, end of year	**$ 4,848**	**$ 72**	**$ 4,920**	$ 4,327	$ 81	$ 4,408

Lease Liabilities The following are continuities of lease liabilities for the years ended December 31, 2024 and December 31, 2023:

($ millions)	**2024**	2023
Balance, beginning of year	**$ 5,443**	$ 5,158
Lease additions, net of lease terminations	**641**	371
Lease extensions and other items	**624**	568
Lease payments	**(908)**	(861)
Interest expense on lease liabilities (note 6)	**236**	207
Reclassification to assets held for sale (note 13)	**(14)**	—
Balance, end of year	**$ 6,022**	$ 5,443
Lease liabilities due within one year	**$ 1,045**	$ 880
Lease liabilities	**4,977**	4,563
Total lease liabilities	**$ 6,022**	$ 5,443

Liquidity The future undiscounted contractual lease obligations are as follows:

	Due by year						As at	
							Dec. 31, 2024	Dec. 31, 2023
($ millions)	2025	2026	2027	2028	2029	Thereafter	**Total**	Total
Lease obligations	$ 1,031	$ 878	$ 768	$ 613	$ 547	$ 2,404	**$ 6,241**	$ 5,590

As at December 31, 2024, the Company also had commitments of $552 million (December 31, 2023 – $717 million) related to leases not yet commenced.

Short-Term Leases The Company has short-term leases that are primarily related to trailer rentals and certain properties. During 2024, $44 million (2023 – $45 million) was recognized in cost of inventories sold and SG&A.

Variable Lease Payments The Company makes variable lease payments for property tax and insurance charges on leased properties. The Company also has certain retail store leases where portions of the lease payments are contingent on a percentage of retail sales. During 2024, $255 million (2023 – $237 million) of variable lease payments were recognized in SG&A.

Extension Options Substantially all of Loblaw's retail store leases have extension options for additional lease terms. As at December 31, 2024, approximately 20% (December 31, 2023 – 16%) of the lease liabilities are related to extension options that were deemed reasonably certain to be exercised.

As at December 31, 2024, approximately $7 billion (December 31, 2023 – $7 billion) of discounted future lease payments are related to extension options that were not deemed to be reasonably certain to be exercised and were not included in lease liabilities. These future lease payments are discounted at the incremental borrowing rates associated with the current lease liability profile.

Sale and Leaseback Transactions During 2024, the Company disposed of and leased back three retail properties and two distribution centres (2023 – eighteen retail properties and two distribution centres) for proceeds of $180 million (2023 – $184 million), and recognized a gain of $25 million (2023 – gain of $27 million) in SG&A.

AS A LESSOR

Operating Leases During 2024, the Company recognized operating lease income of $398 million (2023 – $378 million), of which $19 million (2023 – $20 million) is related to subleases of right-of-use assets.

The future undiscounted operating lease payments to be received by the Company are as follows:

	Payments to be received by year						As at	
							Dec. 31, 2024	Dec. 31, 2023
($ millions)	2025	2026	2027	2028	2029	Thereafter	**Total**	Total
Operating lease income	$ 398	$ 359	$ 309	$ 261	$ 200	$ 848	**$ 2,375**	$ 2,052

The Company has certain owned land and buildings that it leases to third parties, which as at December 31, 2024 had a net carrying amount of $781 million (2023 – $849 million).

Note 30. Financial Instruments

The following table presents the fair value and fair value hierarchy of the Company's financial instruments and excludes financial instruments measured at amortized cost that are short-term in nature, and certain other assets for which the carrying value approximates fair value. The carrying values of the Company's financial instruments approximate their fair values except for long-term debt.

	As at							
	Dec. 31, 2024				Dec. 31, 2023			
($ millions)	**Level 1**	**Level 2**	**Level 3**	**Total**	Level 1	Level 2	Level 3	Total
Financial assets								
Amortized cost:								
Mortgages, loans and notes receivable[(i)]	**$ —**	**$ —**	**$ 260**	**$ 260**	$ —	$ —	$ 205	$ 205
Fair value through other comprehensive income:								
Long-term securities[(i)]	**120**	**—**	**—**	**120**	201	—	—	201
Derivatives included in prepaid expenses and other assets	**—**	**1**	**—**	**1**	—	8	—	8
Fair value through profit and loss:								
Security deposits	**38**	**—**	**—**	**38**	38	—	—	38
Mortgages, loans and notes receivable[(i)]	**—**	**—**	**163**	**163**	—	—	161	161
Investment in real estate securities[(i)]	**—**	**203**	**—**	**203**	—	238	—	238
Certain other assets[(i)]	**—**	**15**	**134**	**149**	—	17	95	112
Derivatives included in prepaid expenses and other assets	**—**	**11**	**—**	**11**	—	8	2	10
Financial liabilities								
Amortized cost:								
Long-term debt	**—**	**9,216**	**6,811**	**16,027**	—	8,627	6,599	15,226
Associate interest	**—**	**—**	**255**	**255**	—	—	370	370
Certain other liabilities[(i)(ii)]	**—**	**—**	**813**	**813**	—	—	807	807
Fair value through other comprehensive income:								
Derivatives included in trade payables and other liabilities	**—**	**—**	**16**	**16**	—	—	4	4
Fair value through profit and loss:								
Trust Unit liability	**3,715**	**—**	**—**	**3,715**	3,881	—	—	3,881
Derivatives included in trade payables and other liabilities	**—**	**2**	**6**	**8**	4	4	—	8

(i) Included in the consolidated balance sheets in Other Assets or Other Liabilities.

(ii) Certain other liabilities relate primarily to financial liabilities associated with properties that did not meet the criteria for sale.

There were no transfers between the levels of the fair value hierarchy during the periods presented.

During 2024, a gain of $10 million (2023 – loss of $3 million) was recognized in operating income on financial instruments designated as amortized cost. In addition, a net gain of $186 million (2023 – $139 million) was recognized in earnings before income taxes on financial instruments required to be classified as fair value through profit or loss.

Investments in Real Estate Securities On March 31, 2022, Choice Properties disposed of its interests in a portfolio of six office assets to Allied Properties Real Estate Investment Trust ("Allied"). The consideration received consisted of 11,809,145 exchangeable Class B limited partnership units of Allied Properties Exchangeable Limited Partnership ("Allied Class B Units"), an affiliated entity of Allied, with a fair value of $551 million on the transaction date. Also included as consideration was a promissory note with a fair value of $193 million (face value of $200 million), which was repaid by Allied on December 29, 2023. The Allied Class B Units are exchangeable into, and are economically equivalent to, the publicly traded trust units of Allied ("Allied Units"), and were accompanied by a corresponding number of special voting units of Allied. There are no restrictions on the exchange of Allied Class B Units into Allied Units, but the Allied Units (if exchanged) are subject to a lock-up from the closing of the transaction, such that 25% of the Allied Class B Units or Allied Units, as applicable, will be released from lock-up every three months following the first anniversary of closing of the transaction. As at year end 2024, none of the Class B Units were subject to lock-up (December 31, 2023 - 2,952,286). As a holder of the Allied Class B Units, Choice Properties is entitled to distributions paid by Allied.

The Allied Class B Units are recorded at their fair value based on market trading prices of Allied's publicly traded units, and included in investment in real estate securities in the table above. As at year end 2024, Choice Properties, held 11,809,145 Allied Class B Units with a value of $203 million (December 31, 2023 – $238 million). In 2024, a fair value loss of $36 million (2023 – $64 million) was recorded in SG&A.

Other Derivatives The Company uses bond forwards, interest rate swaps and foreign exchange forwards to mitigate the impact of increases in interest rates and manage its anticipated exposure to exchange rates on its underlying operations and anticipated fixed asset purchases. The Company also uses swaps, futures, options and forward contracts to manage its anticipated exposure to fluctuations in commodity prices and exchange rates in its underlying operations. The following is a summary of the fair values recognized in the consolidated balance sheets and the net realized and unrealized gains (losses) before income taxes related to the Company's other derivatives:

			2024
($ millions)	**Net asset (liability) fair value**	**Gain/(loss) recorded in OCI**	**Gain/(loss) recorded in operating income**
Derivatives designated as cash flow hedges			
Foreign Exchange Forwards[(i)]	**$ 1**	**$ (1)**	**$ 1**
Bond Forwards[(ii)]	**—**	**4**	**(3)**
Interest Rate Swaps[(iii)]	**4**	**(4)**	**1**
Energy Hedge[(iv)]	**(15)**	**(12)**	**—**
Total derivatives designated as cash flow hedges	**$ (10)**	**$ (13)**	**$ (1)**
Derivatives not designated in a formal hedging relationship			
Foreign Exchange and Other Forwards	**$ 5**	**$ —**	**$ 26**
Other Non-Financial Derivatives	**—**	**—**	**2**
Total derivatives not designated in a formal hedging relationship	**$ 5**	**$ —**	**$ 28**
Total derivatives	**$ (5)**	**$ (13)**	**$ 27**

(i) PC Bank uses foreign exchange forwards, with a notional value of $11 million USD, to manage its foreign exchange risk related to certain U.S. payables. The fair value of the derivatives is included in prepaid expenses and other assets.
(ii) The Company uses bond forwards to manage its interest risk related to future debt issuances. During 2024, PC Bank settled all of its outstanding bond forwards.
(iii) PC Bank uses interest rate swaps, with a notional value of $180 million, to mitigate the impact of increases in interest rates. The fair value of the derivatives is included in prepaid expenses and other assets. Choice Properties uses interest rate swaps, with a notional value of $76 million as derivative assets and a notional value of $75 million as derivative liabilities, to manage its interest risk related to variable rate mortgages. The fair values of the derivatives held by Choice Properties are included in other assets and other liabilities.
(iv) In 2023, Loblaw entered into a 20-year arrangement to hedge energy pricing on its purchases in Alberta beginning on January 1, 2025. The hedge has a notional value of $223 million. The fair value of the derivative is included in other liabilities.

			2023
($ millions)	Net asset (liability) fair value	Gain/ (loss) recorded in OCI	Gain/(loss) recorded in operating income
Derivatives designated as cash flow hedges			
Foreign Exchange Forwards[(i)]	$ 7	$ (2)	$ 2
Bond Forwards[(ii)]	—	11	(4)
Interest Rate Swaps[(iii)]	8	(6)	2
Energy Hedge[(iv)]	(4)	(4)	—
Total derivatives designated as cash flow hedges	$ 11	$ (1)	$ —
Derivatives not designated in a formal hedging relationship			
Foreign Exchange and Other Forwards	$ (3)	$ —	$ (4)
Other Non-Financial Derivatives	(4)	—	(7)
Total derivatives not designated in a formal hedging relationship	$ (7)	$ —	$ (11)
Total derivatives	$ 4	$ (1)	$ (11)

(i) PC Bank uses foreign exchange forwards, with a notional value of $9 million USD, to manage its foreign exchange risk related to certain U.S. payables. The fair value of the derivatives is included in prepaid expenses and other assets.
(ii) The Company uses bond forwards, to manage its interest risk related to future debt issuances. During 2023, PC Bank settled all of its outstanding bond forwards.
(iii) PC Bank uses interest rate swaps, with a notional value of $180 million, to mitigate the impact of increases in interest rates. The fair value of the derivatives is included in prepaid expenses and other assets. Choice Properties uses interest rate swaps, with a notional value of $79 million as derivative assets and a notional value of $109 million as derivative liabilities, to manage its interest risk related to variable rate mortgages. The fair values of the derivatives held by Choice Properties are included in other assets and other liabilities. Also during 2023, Choice Properties entered into cross currency swaps to hedge foreign exchange associated with the equivalent amount borrowed in U.S. dollar on its credit facility. The cross currency swaps matured in 2023 as the U.S dollar borrowings were repaid.
(iv) In 2023, Loblaw entered into a 20-year arrangement to hedge energy pricing on its purchases in Alberta beginning on January 1, 2025. The hedge has a notional value of $223 million. The fair value of the derivative is included in trade payables and other liabilities.

Note 31. Financial Risk Management

As a result of holding and issuing financial instruments, the Company is exposed to certain risks. The following is a description of those risks and how the exposures are managed:

LIQUIDITY RISK Liquidity risk is the risk that the Company is unable to generate or obtain sufficient cash or its equivalents in a cost effective manner to fund its obligations as they come due. The Company is exposed to liquidity risk through, among other areas, PC Bank, which requires a reliable source of funding for its credit card business. PC Bank relies on its securitization programs, demand deposits from customers and the acceptance of GIC deposits to fund the receivables of its credit cards. The Company would experience liquidity risks if it fails to maintain appropriate levels of cash and short-term investments, is unable to access sources of funding or fails to appropriately diversify sources of funding. If any of these events were to occur, they could adversely affect the financial performance of the Company.

Liquidity risk is mitigated by maintaining appropriate levels of cash and cash equivalents and short-term investments, actively monitoring market conditions, and by diversifying sources of funding, including the Company's committed credit facilities, and maintaining a well-diversified maturity profile of debt and capital obligations.

Maturity Analysis The following are the undiscounted contractual maturities of significant financial liabilities (excluding lease liabilities - see note 29) as at December 31, 2024:

($ millions)	2025	2026	2027	2028	2029	Thereafter	Total[i]
Long-term debt including interest payments[ii]	$ 1,683	$ 1,700	$ 2,443	$ 2,538	$ 2,689	$ 9,915	$ 20,968
Trade payables and other liabilities	7,894	—	—	—	—	—	7,894
Foreign exchange forward contracts	310	—	—	—	—	—	310
Short-term debt (note 11)	800	—	—	—	—	—	800
Financial liabilities (note 23)	66	60	59	52	56	218	511
Demand deposits from customers	353	—	—	—	—	—	353
Associate interest	255	—	—	—	—	—	255
Certain other liabilities	3	—	—	—	—	—	3
Total	$ 11,364	$ 1,760	$ 2,502	$ 2,590	$ 2,745	$ 10,133	$ 31,094

(i) The Trust Unit liability has been excluded as this liability does not have a contractual maturity date.
(ii) Fixed interest payments are based on the maturing face values and annual interest for each instrument, including GICs, long-term independent securitization trusts and an independent funding trust, as well as annual payment obligations for structured entities and mortgages. Variable interest payments are based on the forward rates as at year end 2024.

CREDIT RISK The Company is exposed to credit risk resulting from the possibility that counterparties could default on their financial obligations to the Company, including derivative instruments, cash and cash equivalents, short-term investments, security deposits, PC Bank's credit card receivables, Loblaw's finance lease receivable, pension assets held in the Company's defined benefit plans and Loblaw's accounts receivable, including amounts due from government and third-party drug plans arising from prescription drug sales, independent accounts and amounts owed from vendors. Failure to manage credit risk could adversely affect the financial performance of the Company.

The risk related to derivative instruments, cash and cash equivalents, short-term investments and security deposits is reduced by policies and guidelines that require that the Company enters into transactions only with counterparties or issuers that have a minimum long-term "A-" credit rating from a recognized credit rating agency and place minimum and maximum limits for exposures to specific counterparties and instruments.

Choice Properties mitigates the risk of credit loss relating to rent receivables by evaluating the creditworthiness of new tenants, obtaining security deposits wherever permitted by legislation, ensuring its tenant mix is diversified and limiting its exposure to any one tenant, except Loblaw. Choice Properties establishes an allowance for expected credit losses with respect to rent receivables. The allowance is determined on a tenant-by-tenant basis based on the specific factors related to the tenant.

PC Bank manages its credit card receivable risk by employing stringent credit scoring techniques, actively monitoring the credit card portfolio and reviewing techniques and technology that can improve the effectiveness of the collection process. In addition, these receivables are dispersed among a large, diversified group of credit card customers.

Loblaw's finance lease receivable and Loblaw's accounts receivable, including amounts due from governments and third-party drug plans arising from prescription drug sales, independent accounts and amounts owed from vendors and tenants, are actively monitored on an ongoing basis and settled on a frequent basis in accordance with the terms specified in the applicable agreements.

The Company's maximum exposure to credit risk as it relates to derivative instruments is approximated by the positive fair market value of the derivatives on the consolidated balance sheets (see note 30).

Refer to notes 10 and 11 for additional information on the credit quality performance of the Company's other receivables and Loblaw's credit card receivables, respectively, mentioned above.

TRUST UNIT PRICE RISK The Company is exposed to market price risk from Choice Properties' Trust Units that are held by Unitholders other than the Company. These Trust Units are presented as a liability on the Company's consolidated balance sheets as they are redeemable for cash at the option of the holders. The liability is recorded at fair value at each reporting period based on the market price of Trust Units. The change in the fair value of the liability negatively impacts net earnings when the Trust Unit price increases and positively impacts net earnings when the Trust Unit price declines. A one dollar increase in the market value of Trust Units, with all other variables held constant, would result in an increase of $277 million in net interest expense and other financing charges.

INTEREST RATE RISK The Company is exposed to interest rate risk from fluctuations in interest rates on its floating rate debt and from the refinancing of existing financial instruments. An increase in interest rates could adversely affect the operations or financial performance of the Company. The Company manages interest rate risk by monitoring the respective mix of fixed and floating rate debt and by taking action as necessary to maintain an appropriate balance considering current market conditions, with the objective of maintaining the majority of its debt at fixed interest rates. The Company estimates that a 1% increase (decrease) in short-term interest rates, with all other variables held constant, would result in an increase (decrease) of $6 million in net interest expense and other financing charges.

CURRENCY EXCHANGE RATE RISK The Company is exposed to foreign currency exchange rate variability, primarily on its U.S. dollar denominated purchases in trade payables and other liabilities. A depreciating Canadian dollar relative to the U.S. dollar will have a negative impact on year-over-year changes in reported operating income and net earnings, while an appreciating Canadian dollar relative to the U.S. dollar will have the opposite impact. To manage a portion of this exposure, the Company uses derivative instruments in the form of futures contracts and forward contracts to minimize cost volatility related to foreign exchange.

COMMODITY PRICE RISK Loblaw is exposed to increases in the prices of commodities in operating its stores and distribution networks, as well as to the indirect effect of changing commodity prices on the price of consumer products. Rising commodity prices could adversely affect the financial performance of Loblaw. To manage a portion of this exposure, Loblaw uses purchase commitments and derivative instruments in the form of exchange traded futures contracts and forward contracts to minimize cost volatility related to commodities. Loblaw estimates that based on the outstanding derivative contracts held as at year end 2024, a 10% decrease in relevant commodity prices, with all other variables held constant, would result in a loss of $5 million in earnings before income taxes.

Note 32. Contingent Liabilities

In the ordinary course of business, the Company is involved in and potentially subject to, legal actions and proceedings. In addition, the Company is subject to tax audits from various tax authorities on an ongoing basis. As a result, from time to time, tax authorities may disagree with the positions and conclusions taken by the Company in its tax filings or legislation could be amended or interpretations of current legislation could change, any of which events could lead to reassessments.

There are a number of uncertainties involved in such matters, individually or in aggregate, and as such, there is a possibility that the ultimate resolution of these matters may result in a material adverse effect on the Company's reputation, operations, financial condition or performance in future periods. It is not currently possible to predict the outcome of the Company's legal actions and proceedings with certainty. Management regularly assesses its position on the adequacy of accruals or provisions related to such matters and will make any necessary adjustments.

The following is a description of the Company's significant legal proceedings:

Shoppers Drug Mart was previously served with an Amended Statement of Claim in a class action proceeding that has been filed in the Ontario Superior Court of Justice ("Superior Court") by licensed Associates ("Associates"), claiming various declarations and damages resulting from Shoppers Drug Mart's alleged breaches of the Associate Agreement. The class action comprises all of Shoppers Drug Mart's current and former licensed Associates residing in Canada, other than in Québec, who were parties to Shoppers Drug Mart's 2002 and 2010 forms of the Associate Agreement. On July 9, 2013, the Superior Court certified as a class proceeding portions of the action. A summary judgment trial of the matter was held in December 2022 and on February 17, 2023, the Superior Court released its decision in relation to those summary judgment motions (the "Decision"). The Superior Court dismissed the plaintiffs' claims on the majority of the issues including a request for damages at this stage of proceedings. The Superior Court also held that Shoppers Drug Mart breached the 2002 form of Associate Agreement when it did not remit certain amounts that it received from generic drug manufacturers to Associates. On March 20, 2023, the plaintiffs filed a Notice of Appeal and on April 4, 2023, Loblaw filed a Notice of Cross-Appeal. A hearing for the appeals was held on February 14, 2024 and on February 15, 2024. On August 29, 2024, the Court of Appeal dismissed both the appeal and cross appeal, with the exception that the plaintiff's appeal was allowed to correct the amount Shoppers Drug Mart received in professional allowances during the class period. Accordingly, Loblaw has not recorded any amounts related to the potential liability associated with this lawsuit. Loblaw does not believe that the ultimate resolution of this matter will have a material adverse impact on its financial condition or prospects.

In 2017, the Company and Loblaw announced actions taken to address their role in an industry-wide price-fixing arrangement involving certain packaged bread products. The arrangement involved the coordination of retail and wholesale prices of certain packaged bread products over a period extending from late 2001 to March 2015. Under the arrangement, the participants regularly increased prices on a coordinated basis. Class action lawsuits were commenced against the Company and Loblaw as well as a number of other major grocery retailers and another bread wholesaler. On July 24, 2024, the Company and Loblaw entered into binding Minutes of Settlement and on January 31, 2025, the Company and Loblaw entered into a Settlement Agreement with the lawyers representing consumers to settle those class action lawsuits for $500 million. The Company and Loblaw will each pay for a portion of the settlement, with the Company paying $247 million and Loblaw paying $253 million. Loblaw will receive credit for the $96 million it previously paid to customers in the form of Loblaw cards, resulting in it being required to pay $157 million in cash towards the settlement. The Settlement Agreement is subject to the approval of the courts. In December 2019, a proposed class action on behalf of independent distributors was commenced against the Company (the "ID Class Action"). It is too early to predict the outcome of the ID Class Action but the Company does not believe that the ultimate resolution of such legal proceeding will have a material adverse impact on its financial condition or prospects. As a result of admission of participation in the arrangement and cooperation in the Competition Bureau's investigation, the Company and Loblaw will not face criminal charges or penalties. In response to such class action lawsuits, certain major grocery retailers have crossclaimed against the Company and Loblaw, and the Company and Loblaw believe such crossclaims are without merit.

In August 2018, the Province of British Columbia filed a class action against numerous opioid manufacturers and distributors, including Loblaw and its subsidiaries, Shoppers Drug Mart Inc. and Sanis Health Inc. The claim contains allegations of breach of the Competition Act, fraudulent misrepresentation and deceit and negligence, and seeks unquantified damages for the expenses incurred by the federal government, provinces, and territories of Canada in paying for opioid prescriptions and other healthcare costs related to opioid addiction and abuse in Canada. During the second quarter of 2021, the claim against Loblaw Companies Limited was discontinued. In May 2019, two further opioid-related class actions were commenced in each of Ontario and Quebec against a large group of defendants, including Sanis Health Inc. In February 2022, the plaintiff and Sanis Health Inc. agreed to settle the Quebec action for a nominal amount, with no admission of liability and for the express purpose of avoiding the delays, disruption, and expenses associated with the litigation. The settlement has been approved by the court and is now final. On December 12, 2024, the Ontario action was dismissed against Sanis Health Inc., with costs. In December 2019, a further opioid-related class action was commenced in British Columbia against a large group of defendants, including Sanis Health Inc., Shoppers Drug Mart Inc. and Loblaw. The allegations in the civil British Columbia class action are similar to the allegations against manufacturer defendants in the Province of British Columbia class action, except that the December 2019 claim seeks recovery of damages on behalf of opioid users directly. In April 2021, Loblaw, Shoppers Drug Mart Inc. and Sanis Health Inc. were served with another opioid-related class action that was started in Alberta against multiple defendants. The claim seeks damages on behalf of municipalities and local governments in relation to public safety, social service, and criminal justice costs allegedly incurred due to the opioid crisis. In September 2021, Loblaw, Shoppers Drug Mart Inc. and Sanis Health Inc. were served with a class action started in Saskatchewan by Peter Ballantyne Cree Nation and Lac La Ronge Indian Band on behalf of all Indigenous, Metis, First Nation and Inuit communities and governments in Canada to recover costs they have incurred as a result of the opioid crisis, including healthcare costs, policing costs and societal costs. In October 2024, the claim was discontinued against Shoppers Drug Mart Inc. In January 2024, Shoppers Drug Mart Inc. was served with a second class action in Saskatchewan started by Lac La Ronge Indian Band. The case is brought on behalf of Band members and is claiming damages relating to abatement costs, the diversion of financial and other resources, the reduction in the value of the reserve lands and interests, and lost tax revenues. Shoppers Drug Mart Inc. is being sued as a representative of an international defendant subclass of opioid “dealers” and Sanis Health Inc. is a proposed supplier class member. Loblaw believes these proceedings are without merit and is vigorously defending them. Loblaw does not currently have any significant accruals or provisions for these matters recorded in the consolidated financial statements.

In 2022, the Tax Court of Canada (“Tax Court”) released a decision relating to PC Bank, a subsidiary of Loblaw. The Tax Court ruled that PC Bank is not entitled to claim notional input tax credits for certain payments it made to Loblaws Inc. in respect of redemptions of loyalty points. PC Bank subsequently filed a Notice of Appeal with the Federal Court of Appeal (“FCA”) and in March 2024, the matter was heard by the FCA. In the third quarter of 2024, the FCA released its decision and reversed the decision of the Tax Court. As a result, PC Bank reversed charges of $155 million, including $111 million initially recorded in 2022 (see note 19). In addition, $10 million was recorded related to interest income on cash tax refunds. Certain taxation years subsequent to the periods covered by the FCA decision remain under review by the tax authorities.

INDEMNIFICATION PROVISIONS The Company from time to time enters into agreements in the normal course of its business, such as service and outsourcing arrangements, lease agreements in connection with business or asset acquisitions or dispositions, and other types of commercial agreements. These agreements by their nature may provide for indemnification of counterparties. These indemnification provisions may be in connection with breaches of representations and warranties or in respect of future claims for certain liabilities, including liabilities related to tax and environmental matters. The terms of these indemnification provisions vary in duration and may extend for an unlimited period of time. In addition, the terms of these indemnification provisions vary in amount and certain indemnification provisions do not provide for a maximum potential indemnification amount. Indemnity amounts are dependent on the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time. As a result, the Company is unable to reasonably estimate its total maximum potential liability in respect of indemnification provisions. Historically, the Company has not made any significant payments in connection with these indemnification provisions.

Note 33. Financial Guarantees

The Company established letters of credit used in connection with certain obligations mainly related to real estate transactions, benefit programs, purchase orders and guarantees with a gross potential liability of approximately $416 million as at year end 2024 (2023 – $379 million). In addition, Loblaw and Choice Properties have provided to third parties the following significant guarantees:

ASSOCIATE GUARANTEES Loblaw has arranged for its Associates to obtain financing to facilitate their inventory purchases and fund their working capital requirements by providing guarantees to various Canadian chartered banks that support Associate loans. As at year end 2024, Loblaw's maximum obligation in respect of such guarantees was $580 million (2023 – $580 million) with an aggregate amount of $476 million (2023 – $476 million) in available lines of credit allocated to the Associates by the various banks. As at year end 2024, Associates had drawn a nominal amount (2023 – $13 million) against these available lines of credit. Any amounts drawn by the Associates are included in bank indebtedness on the Company's consolidated balance sheets. As recourse, in the event that any payments are made under the guarantees, Loblaw holds a first-ranking security interest on all assets of Associates, subject to certain prior-ranking statutory claims.

INDEPENDENT FUNDING TRUSTS The full balance relating to the debt of the independent funding trusts has been consolidated on the balance sheets of the Company (see note 22). As at year end 2024, Loblaw has agreed to provide a credit enhancement of $64 million (2023 – $64 million) in the form of a standby letter of credit for the benefit of the independent funding trusts representing not less than 10% (2023 – not less than 10%) of the principal amount of loans outstanding. This credit enhancement allows the independent funding trusts to provide financing to Loblaw's franchisees. As well, each franchisee provides security to the independent funding trusts for its obligations by way of a general security agreement. In the event that a franchisee defaults on its loan and Loblaw has not, within a specified time period, assumed the loan, or the default is not otherwise remedied, the independent funding trusts would assign the loan to Loblaw and draw upon this standby letter of credit. This standby letter of credit has never been drawn upon. Loblaw has agreed to reimburse the issuing bank for any amount drawn on the standby letter of credit.

LEASE OBLIGATIONS In connection with historical dispositions of certain of its assets, Loblaw has assigned leases to third parties. Loblaw remains contingently liable for these lease obligations in the event any of the assignees are in default of their lease obligations. Loblaw has guaranteed lease obligations of a third party distributor in the amount of $2 million (2023 – $3 million).

CASH COLLATERALIZATION As at year end 2024, Loblaw had agreements to cash collateralize certain of its uncommitted credit facilities up to an amount of $94 million (2023 – $93 million), of which a nominal amount (2023 – nominal) was deposited with major financial institutions and classified as security deposits on the consolidated balance sheets.

FINANCIAL SERVICES Loblaw has provided a guarantee on behalf of PC Bank to Mastercard International Incorporated ("Mastercard") for accepting PC Bank as a card member and licensee of Mastercard. As at year end 2024, the guarantee on behalf of PC Bank to Mastercard was $190 million USD (2023 – $190 million USD).

Letters of credit for the benefit of independent securitization trusts with respect to the securitization programs of PC Bank have been issued by major financial institutions. These standby letters of credit can be drawn upon in the event of a major decline in the income flow from or in the value of the securitized credit card receivables. Loblaw has agreed to reimburse the issuing banks for any amount drawn on the standby letters of credit. The aggregate gross potential liability under these arrangements for the Other Independent Securitization Trusts was $72 million (2023 – $77 million), which represented approximately 9% (2023 – 9%) of the securitized credit card receivables amount (see note 11).

CHOICE PROPERTIES Letters of credit to support guarantees related to its investment properties including maintenance and development obligations to municipal authorities are issued by Choice Properties. As at year end 2024, the aggregate gross potential liability related to these letters of credit totalled $37 million (2023 – $38 million). Choice Properties' credit facility and debentures are guaranteed by each of the General Partner, the Partnership and any other person that becomes a subsidiary of Choice Properties (with certain exceptions). In the case of default by Choice Properties, the indenture trustee will be entitled to seek redress from the guarantors for the guaranteed obligations in the same manner and upon the same terms that it may seek to enforce the obligations of Choice Properties. These guarantees are intended to eliminate structural subordination, which would otherwise arise as a consequence of Choice Properties' assets being primarily held in its various subsidiaries.

Note 34. Related Party Transactions

Galen G. Weston beneficially owns or controls, directly and indirectly, including through Wittington, a total of 76,697,812 of GWL's common shares, representing approximately 59.0% of GWL's outstanding common shares (2023 – 58.0%).

Transactions between the Company and its consolidated entities have been eliminated on consolidation and are not disclosed in this note.

In 2023, inventory purchases from Associated British Foods plc, a related party during 2023 by virtue of a common director of such entity's parent company and GWL's parent company, amounted to $41 million. Associated British Foods plc was not a related party of the Company during 2024.

VENTURE FUNDS During 2020, GWL, Loblaw and a wholly owned subsidiary of Wittington became limited partners in a limited partnership formed by Wittington ("Venture Fund I"). A wholly owned subsidiary of Wittington is the general partner of Venture Fund I, which hired an external fund manager to oversee it. The purpose of Venture Fund I is to pursue venture capital investing in innovative businesses that are in technology-oriented companies at all stages of the start-up life cycle that operate in commerce, healthcare, and food sectors and are based in North America. Each of the three limited partners have a 33% interest in Venture Fund I. The Company has a consolidated capital commitment of $66 million over a 10-year period.

During 2022, Loblaw became a limited partner in another limited partnership formed by Wittington ("Venture Fund II"). A wholly owned subsidiary of Wittington is also the general partner of Venture Fund II, and the purpose of Venture Fund II is consistent with Venture Fund I. Loblaw has a 50% interest in Venture Fund II and has a total capital commitment of $60 million over a 10-year period.

CO-INVESTMENT During 2024, GWL and two Wittington subsidiaries co-invested $14 million ($10 million USD) in a third-party company, of which the Company contributed $6 million ($4 million USD).

POST-EMPLOYMENT BENEFIT PLANS The Company sponsors a number of post-employment plans, which are related parties. Contributions made by the Company to these plans are disclosed in note 26.

INCOME TAX MATTERS From time to time, the Company and Wittington may enter into agreements to make elections that are permitted or required under applicable income tax legislation with respect to affiliated corporations.

COMPENSATION OF KEY MANAGEMENT PERSONNEL The Company's key management personnel is comprised of certain members of the executive teams of GWL, Loblaw and Wittington, as well as members of the Boards of GWL, Loblaw and Wittington to the extent that they have the authority and responsibility for planning, directing and controlling the day-to-day activities of the Company.

Annual compensation of key management personnel that is directly attributable to the Company was as follows:

($ millions)	**2024**	2023[i]
Salaries, director fees and other short-term employee benefits	**$ 15**	$ 17
Equity-based compensation	**12**	13
Total compensation	**$ 27**	$ 30

(i) Certain comparative figures have been restated to conform with current year presentation.

Note 35. Segment Information

The Company has two reportable operating segments: Loblaw and Choice Properties. Effect of consolidation includes eliminations, intersegment adjustments and other consolidation adjustments. Cash and short-term investments and other investments held by the Company, and all other company level activities that are not allocated to the reportable operating segments, such as net interest expense, corporate activities and administrative costs are included in GWL Corporate.

The accounting policies of the reportable operating segments are the same as those described in the Company's summary of material accounting policies (see note 2). The Company measures each reportable operating segment's performance based on operating income less adjusting items and before depreciation and amortization ("Adjusted EBITDA"). No reportable operating segment is reliant on any single external customer.

	2024						2023					
($ millions)	**Loblaw**	**Choice Properties**	**Total Segment Measure**	**Effect of consol-idation**	**GWL Corporate**	**Total**	Loblaw	Choice Properties	Total Segment Measure	Effect of consol-idation	GWL Corporate	Total
Revenue	**$ 61,014**	**$ 1,369**	**$ 62,383**	**$ (775)**	**$ —**	**$ 61,608**	$ 59,529	$ 1,335	$ 60,864	$ (740)	$ —	$ 60,124
Cost of inventories sold	41,288	9	41,297	—	—	41,297	40,492	21	40,513	—	—	40,513
Selling, general and administrative expenses	15,832	280	16,112	(455)	278	15,935	15,341	313	15,654	(456)	50	15,248
Operating income	$ 3,894	$ 1,080	$ 4,974	$ (320)	$ (278)	$ 4,376	$ 3,696	$ 1,001	$ 4,697	$ (284)	$ (50)	$ 4,363
Net interest expense (income) and other financing charges	821	296	1,117	(149)	4	972	803	204	1,007	(116)	(2)	889
Earnings before income taxes	**$ 3,073**	**$ 784**	**$ 3,857**	**$ (171)**	**$ (282)**	**$ 3,404**	$ 2,893	$ 797	$ 3,690	$ (168)	$ (48)	$ 3,474
Operating income	**$ 3,894**	**$ 1,080**	**$ 4,974**	**$ (320)**	**$ (278)**	**$ 4,376**	$ 3,696	$ 1,001	$ 4,697	$ (284)	$ (50)	$ 4,363
Depreciation and amortization	2,966	4	2,970				2,906	3	2,909			
Adjusting items[(i)]	156	(119)	37				37	(64)	(27)			
Adjusted EBITDA[(i)]	**$ 7,016**	**$ 965**	**$ 7,981**				$ 6,639	$ 940	$ 7,579			

(i) Certain items are excluded from operating income to derive adjusted EBITDA:

	2024			2023		
($ millions)	**Loblaw**	**Choice Properties**	**Total Segment Measure**	Loblaw	Choice Properties	Total Segment Measure
PC Optimum loyalty program	**$ 129**	**$ —**	**$ 129**	$ —	$ —	$ —
Fair value adjustment of investment in real estate securities	**—**	**36**	**36**	—	64	64
Fair value write-down related to sale of *Wellwise*	**23**	**—**	**23**	—	—	—
Fair value adjustment on investment properties	**—**	**(116)**	**(116)**	—	(128)	(128)
Fair value adjustment on non-operating properties	**3**	**—**	**3**	9	—	9
Gain on sale of non-operating properties	**(3)**	**—**	**(3)**	(12)	—	(12)
Fair value adjustment of derivatives	**(5)**	**—**	**(5)**	16	—	16
(Recoveries) Charge related to PC Bank commodity tax matters	**(155)**	**—**	**(155)**	24	—	24
Charges related to settlement of class action lawsuits	**164**	**—**	**164**	—	—	—
Transaction costs and other related recoveries	**—**	**(39)**	**(39)**	—	—	—
Adjusting Items	**$ 156**	**$ (119)**	**$ 37**	$ 37	$ (64)	$ (27)

Effect of consolidation includes the following items:

($ millions)	2024 Revenue	2024 Operating Income	2024 Net Interest Expense and Other Financing Charges	2023 Revenue	2023 Operating Income	2023 Net Interest Expense and Other Financing Charges
Elimination of intercompany rental revenue	**$ (788)**	**$ 16**	**$ —**	$ (752)	$ (19)	$ —
Elimination of internal lease arrangements	**13**	**(44)**	**(136)**	12	(97)	(120)
Elimination of intersegment real estate transactions	**—**	**(132)**	**—**	—	(39)	—
Asset impairments, net of recoveries	**—**	**10**	**—**	—	(7)	—
Recognition of depreciation on Choice Properties' investment properties classified as fixed assets by the Company and measured at cost	**—**	**(49)**	**—**	—	(29)	—
Fair value adjustment on investment properties	**—**	**(121)**	**2**	—	(93)	3
Unit distributions on Exchangeable Units paid by Choice Properties to GWL	**—**	**—**	**(300)**	—	—	(296)
Unit distributions on Trust Units paid by Choice Properties, excluding amounts paid to GWL	**—**	**—**	**211**	—	—	207
Fair value adjustment on Choice Properties' Exchangeable Units	**—**	**—**	**238**	—	—	321
Fair value adjustment on Trust Unit liability	**—**	**—**	**(164)**	—	—	(231)
Total	**$ (775)**	**$ (320)**	**$ (149)**	$ (740)	$ (284)	$ (116)

($ millions)	As at Dec. 31, 2024	Dec. 31, 2023
Total Assets		
Loblaw	**$ 40,880**	$ 38,979
Choice Properties	**17,558**	17,309
Total Segment Measure	**58,438**	56,288
GWL Corporate	**12,376**	12,507
Effect of consolidation	**(19,378)**	(19,025)
Consolidated	**$ 51,436**	$ 49,770

($ millions)	2024	2023
Capital Investments		
Loblaw	**$ 2,200**	$ 2,109
Choice Properties	**354**	459
Total Segment Measure	**2,554**	2,568
GWL Corporate	**1**	2
Effect of consolidation	**(160)**	(191)
Consolidated[(i)]	**$ 2,395**	$ 2,379

(i) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current year. Loblaw capital investments for the year ended 2023 included $37 million of prepayments transferred to fixed assets.

Note 36. Subsequent Event

CHOICE PROPERTIES On February 12, 2025, Choice Properties announced an increase in the annual distribution by 1.3% to $0.77 per unit. The increase will be effective for Choice Properties' Unitholders of record on March 31, 2025.

Three Year Summary

Unless otherwise indicated, all financial information represents the Company's results from continuing operations.

CONSOLIDATED INFORMATION[i]

As at or for the years ended December 31 ($ millions except where otherwise indicated)	**2024** **(52 weeks)**	2023 (52 weeks)	2022 (52 weeks)
Operating Results			
Revenue	**61,608**	60,124	57,048
Operating income	**4,376**	4,363	4,553
Adjusted EBITDA[ii]	**7,401**	6,953	6,551
Depreciation and amortization	**2,611**	2,532	2,407
Net interest expense and other financing charges	**972**	889	913
Adjusted net interest expense and other financing charges[ii]	**1,146**	1,120	1,022
Income taxes	**908**	849	831
Adjusted income taxes[ii]	**1,137**	1,019	989
Net earnings (loss)	**2,496**	2,625	2,803
Continuing operations	**2,496**	2,625	2,809
Discontinued operations[iii]	**—**	—	(6)
Net earnings attributable to shareholders of the Company from continuing operations	**1,359**	1,540	1,822
Net earnings (loss) available to common shareholders of the Company	**1,315**	1,496	1,772
Continuing operations	**1,315**	1,496	1,778
Discontinued operations[iii]	**—**	—	(6)
Adjusted net earnings available to common shareholders of the Company[ii] from continuing operations	**1,597**	1,467	1,432
Financial Position[iv]			
Fixed assets	**12,686**	11,857	11,130
Goodwill and intangible assets	**10,362**	10,888	11,380
Total assets	**51,436**	49,770	48,958
Cash and cash equivalents, short-term investments and security deposits	**2,734**	2,961	2,852
Total debt including lease liabilities	**23,365**	22,268	21,523
Total equity attributable to shareholders of the Company	**6,242**	6,675	6,841
Total equity	**13,137**	13,463	13,180
Cash Flows			
Cash flows from operating activities	**6,065**	5,851	4,912
Capital investments	**2,395**	2,379	1,865
Per Common Share ($)			
Diluted net earnings (loss) per common share	**9.80**	10.75	12.16
Continuing operations	**9.80**	10.75	12.20
Discontinued operations[iii]	**—**	—	(0.04)
Adjusted diluted net earnings per common share[ii] from continuing operations	**11.93**	10.54	9.81
Financial Measures and Ratios			
Adjusted EBITDA margin[ii] (%)	**12.0**	11.6	11.5
Adjusted return on average equity attributable to common shareholders of the Company[ii] (%)	**28.3**	24.7	23.5
Adjusted return on capital[ii] (%)	**14.5**	14.0	13.8

(i) For financial definitions and ratios refer to the Glossary beginning on page 157.
(ii) See Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.
(iii) In 2021, the Company completed the sale of the Weston Foods bakery business. The Company's interest in Weston Foods was presented separately as discontinued operations in the Company's 2022 results. Details are included in the Company's 2022 Annual Report available on the Company's website (www.weston.ca).
(iv) Inclusive of Discontinued Operations.

Three Year Summary

SEGMENT INFORMATION[i]

As at or for the years ended December 31 ($ millions except where otherwise indicated)		**2024** **(52 weeks)**	2023 (52 weeks)	2022 (52 weeks)
OPERATING RESULTS				
Revenue	Loblaw	**61,014**	59,529	56,504
	Choice Properties	**1,369**	1,335	1,265
	Effect of consolidation	**(775)**	(740)	(721)
	GWL Corporate	**—**	—	—
	Consolidated	**61,608**	60,124	57,048
Operating Income	Loblaw	**3,894**	3,696	3,334
	Choice Properties	**1,080**	1,001	1,083
	Effect of consolidation	**(320)**	(284)	159
	GWL Corporate	**(278)**	(50)	(23)
	Consolidated	**4,376**	4,363	4,553
Adjusted EBITDA[ii]	Loblaw	**7,016**	6,639	6,173
	Choice Properties	**965**	940	897
	Effect of consolidation	**(561)**	(579)	(503)
	GWL Corporate	**(19)**	(47)	(16)
	Consolidated	**7,401**	6,953	6,551
Adjusted EBITDA Margin (%)[ii]	Loblaw	**11.5**	11.2	10.9
Depreciation and Amortization	Loblaw	**2,966**	2,906	2,795
	Choice Properties	**4**	3	3
	Effect of consolidation	**(362)**	(380)	(395)
	GWL Corporate	**3**	3	4
	Consolidated	**2,611**	2,532	2,407
FINANCIAL POSITION				
Total Assets	Loblaw	**40,880**	38,979	38,147
	Choice Properties	**17,558**	17,309	16,820
	Effect of consolidation	**(19,378)**	(19,025)	(18,683)
	GWL Corporate	**12,376**	12,507	12,674
	Consolidated	**51,436**	49,770	48,958
CASH FLOWS				
Capital Investments	Loblaw	**2,200**	2,109	1,571
	Choice Properties	**354**	459	335
	Effect of consolidation	**(160)**	(191)	(42)
	GWL Corporate	**1**	2	1
	Consolidated[iii]	**2,395**	2,379	1,865

(i) For financial definitions and ratios refer to the Glossary beginning on page 157.
(ii) See Section 13, "Non-GAAP and Other Financial Measures", of the Company's 2024 Management's Discussion and Analysis.
(iii) Capital investments are the sum of fixed asset and investment properties purchases and intangible asset additions as presented in the Company's consolidated statements of cash flows, and prepayments transferred to fixed assets in the current year. Loblaw capital investments for the year ended 2023 included $37 million of prepayments transferred to fixed assets.

Glossary

Term	Definition
Adjusted diluted net earnings per common share	Adjusted net earnings available to common shareholders of the Company including the effect of all dilutive instruments divided by the weighted average number of common shares outstanding during the period adjusted for the impact of dilutive items (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted EBITDA	Adjusted operating income before depreciation and amortization (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted EBITDA margin	Adjusted EBITDA divided by revenue (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted earnings before income taxes	Adjusted operating income less adjusted net interest expense and other financing charges (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted effective tax rate	Adjusted income taxes divided by adjusted operating income less adjusted net interest expense and other financing charges (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted income taxes	Income taxes adjusted for the tax impact of items included in adjusted operating income less adjusted net interest expense and other financing charges (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted net earnings attributable to shareholders of the Company	Net earnings attributable to shareholders of the Company adjusted for items that are not necessarily reflective of the Company's underlying operating performance (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted net earnings available to common shareholders of the Company	Adjusted net earnings attributable to shareholders of the Company less preferred dividends (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted net interest expense and other financing charges	Net interest expense and other financing charges adjusted for items that are not necessarily reflective of the Company's ongoing net financing costs (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted operating income	Operating income adjusted for items that are not necessarily reflective of the Company's underlying operating performance (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted return on average equity attributable to common shareholders of the Company	Adjusted net earnings available to common shareholders of the Company for the last four quarters divided by average total equity attributable to common shareholders of the Company (see Section 3.4, "Financial Condition" and Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Adjusted return on capital	Tax-effected adjusted operating income for the last four quarters divided by average capital where capital is defined as total debt, plus equity attributable to shareholders of the Company, less cash and cash equivalents, and short-term investments (see Section 3.4, "Financial Condition" and Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Basic net earnings per common share	Net earnings available to common shareholders of the Company divided by the weighted average number of common shares outstanding during the period.
Capital under management	Total debt plus total equity attributable to shareholders of the Company.
Capital investments	Sum of fixed asset and investment properties purchases, intangible asset additions, and prepayments transferred to fixed assets in the current year, as applicable (see notes 14, 15 and 17 of the Company's consolidated financial statements).
Choice Properties' Funds from Operations	Choice Properties' net income (loss) adjusted for items that are not necessarily reflective of Choice Properties' underlying operating performance (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).

Glossary

Term	Definition
Compound Average Growth Rate	Measure of annualized growth over a period longer than one year. It is the mean annual growth rate over a two year period, 2022 to 2024.
Control brand	A brand and associated trademark that is owned by Loblaw for use in connection with its own products and services.
Conversion	A store that changes from one Loblaw banner to another Loblaw banner.
Diluted net earnings per common share	Net earnings available to common shareholders of the Company adjusted for the impact of dilutive items divided by the weighted average number of common shares outstanding during the period adjusted for the impact of dilutive items.
Diluted weighted average common shares outstanding	Weighted average number of common shares outstanding including the effects of all dilutive instruments.
Food retail basket size	The dollar value of products sold in a single Loblaw retail transaction.
Food retail traffic	The number of customers entering stores across all Loblaw banners.
Free cash flow	Cash flows from operating activities less capital investments, interest paid and net lease payments (see Section 13, "Non-GAAP and Other Financial Measures", of the Company's Management's Discussion and Analysis).
Net earnings attributable to shareholders of the Company	Net earnings less non-controlling interests.
Net earnings available to common shareholders of the Company	Net earnings attributable to shareholders of the Company less preferred dividends.
Operating income	Net earnings before net interest expense and other financing charges and income taxes.
Publicly traded operating companies	The contribution to the Company's financial performance from its controlling interest in Loblaw and Choice Properties after the effect of consolidation, each of which are publicly traded entities (see notes 2 and 5 of the Company's consolidated financial statements).
Retail debt to retail adjusted EBITDA	Loblaw retail total debt divided by Loblaw retail adjusted EBITDA.
Retail gross profit percentage	Loblaw retail gross profit divided by Loblaw retail revenue.
Retail gross profit	Loblaw retail revenue less cost of inventories sold.
Retail square footage	Retail square footage includes Loblaw's corporate stores, franchised stores and associate-owned drug stores.
Same-store sales	Loblaw retail sales for stores in operation in both comparable periods, including relocated, converted, expanded, contracted or renovated stores.
Total equity attributable to common shareholders of the Company	Total equity less preferred shares outstanding and non-controlling interests.
Total equity attributable to shareholders of the Company	Total equity less non-controlling interests.
Weighted average common shares outstanding	The number of common shares outstanding determined by relating the portion of time within the period the common shares were outstanding to the total time in that period.
Year	The Company's year end is December 31. Activities are reported on a fiscal year ending on the Saturday closest to December 31, usually 52 weeks in duration but includes a 53rd week every five to six years. Each of the years ended December 31, 2024 and December 31, 2023 contained 52 weeks.

Corporate Directory

Board of Directors

Galen G. Weston, B.A., M.B.A.
Chairman and Chief Executive Officer of the Corporation; Chairman, Loblaw Companies Limited; Chairman, Wittington Investments, Limited; Chairman, President's Choice Bank; President, Weston Family Foundation; former Chair and Trustee of Choice Properties Real Estate Investment Trust.

M. Marianne Harris, B.Sc., J.D., M.B.A. [1, 2]
Corporate Director; Former Managing Director and President, Corporate and Investment Banking, Merrill Lynch Canada Inc., Former Head of Financial Institutions Group Americas, Merrill Lynch Pierce Fenner & Smith; Director, Loblaw Companies Limited; Director, Sun Life Financial Inc.; Director, Public Sector Pension Investment Board; Former Director, Hydro One Inc./ Hydro One Limited; Former Chair, Investment Industry Regulatory Organization of Canada (IIROC); Member of Dean's Advisory Council, Schulich School of Business; Former member of Advisory Council, Hennick Centre for Business and Law.

Nancy H.O. Lockhart, O. Ont. [1, 2]
Corporate Director; Trustee, Choice Properties Real Estate Investment Trust; Director, Atrium Mortgage Investment Corporation, and Chair Emeritus, Crow's Theatre Company; former Chief Administrative Officer, Frum Development Group, former Vice President, Shoppers Drug Mart Corporation; former Chair, Ontario Science Centre, Canadian Film Centre and Alignvest Student Housing; former Director, The Royal Conservatory of Music; former President, Canadian Club of Toronto; former Director, Loblaw Companies Limited, Gluskin Sheff & Associates Inc., Barrick Gold Corporation, Canada Deposit Insurance Corporation, Centre for Addiction and Mental Health Foundation, and the Loran Scholars Foundation.

Sarabjit (Sabi) S. Marwah [1, 2]
Corporate Director; former member to the Senate of Canada; former Vice-Chairman and Chief Operating Officer of The Bank of Nova Scotia; Director, Cineplex Inc.; Director, ONEX Ltd.; member of Waugh Family Foundation; former Director, TELUS Corporation; former Trustee and Chair, Hospital for Sick Children; former Chair, Humber River Regional Hospital; former member of the Board of Directors, C.D.Howe Institute, Toronto International Film Festival and Torstar Corporation.

Gordon M. Nixon, C.M., O. Ont. [1, 2*]
Corporate Director; Chair, BCE Inc. and Director, BlackRock, Inc.; former President and Chief Executive Officer, Royal Bank of Canada; Advisory Board, KingSett Canadian Real Estate Income Fund L.P.; Trustee, Art Gallery of Ontario.

Barbara G. Stymiest, C.M., F.C.P.A. [1*,2]
Corporate Director; Vice-Chair, Age-Well NCE Inc.; Director, President's Choice Bank; Board member of Resolution Re Ltd; former Member, Group Executive, Royal Bank of Canada; former Chief Executive Officer, TMX Group Inc., former Executive Vice-President and Chief Financial Officer, BMO Capital Markets; former Partner, Ernst & Young LLP; former Director, Blackberry Limited and Sun Life Financial Inc..

Cornell Wright, J.D., M.B.A.
President and Director of Wittington Investments, Limited; Trustee, Choice Properties Real Estate Investment Trust; Director, Loblaw Companies Limited; Director, BCE Inc., Trustee, University Health Network; Executive in Residence, Member of Dean's Advisory Board, University of Toronto's Rotman School of Management; former Chair, National Ballet of Canada.

(1) Audit Committee
(2) Governance, Human Resource, Nominating and Compensation Committee
* Chair of the Committee

Corporate Officers

Galen G. Weston
Chairman and Chief Executive Officer

Richard Dufresne
President
and Chief Financial Officer

Rashid Wasti
Executive Vice President
and Chief Talent Officer

Andrew Bunston
Chief Legal Officer and Secretary

Katie McCullam
Chief Strategy Officer

John Williams
Senior Vice President and Group Treasurer

Lina Taglieri
Senior Vice President and Group Head, Controller

Jeff Gobeil
Senior Vice President and Group Head, Tax

Anemona Turcu
Senior Vice President and Group Chief Risk Officer

Shareholder and Corporate Information

Executive Office
George Weston Limited
22 St. Clair Avenue East
Toronto, Canada M4T 2S5
Tel: 416.922.2500
www.weston.ca

Stock Exchange Listing and Symbols
The Company's common and preferred shares are listed on the Toronto Stock Exchange and trade under the symbols: "WN", "WN.PR.A", "WN.PR.C", "WN.PR.D" and "WN.PR.E".

Common Shares
At year end 2024, there were 130,044,778 common shares issued and outstanding.

The average 2024 daily trading volume of the Company's common shares was 128,299

Preferred Shares
As at year end 2024, there were 9,400,000 preferred shares Series I, 8,000,000 preferred shares Series III, 8,000,000 preferred shares Series IV and 8,000,000 preferred shares Series V issued and outstanding.

The average 2024 daily trading volume of the Company's preferred shares was:

Series I:	4,463
Series III:	4,680
Series IV:	5,364
Series V:	3,437

Preferred Dividend Dates
The declaration and payment of quarterly preferred dividends are made subject to approval by the Board of Directors. The record and payment dates for 2025 are:

Series I

Record Date	Payment Date
Feb. 28	March 15
May 31	June 15
Aug. 31	Sept. 15
Nov. 30	Dec. 15

Series III, Series IV and Series V

Record Date	Payment Date
March 15	April 1
June 15	July 1
Sept. 15	Oct. 1
Dec. 15	Jan. 1

Common Dividend Policy
The declaration and payment of dividends on the Company's common shares and the amount thereof are at the discretion of the Board of Directors which takes into account the Company's financial results, capital requirements, available cash flow, future prospects of the Company's business and other factors considered relevant from time to time. Over time, it is the Company's intention to increase the amount of the dividend while retaining appropriate free cash flow to finance future growth.

Common Dividend Dates
The declaration and payment of quarterly common dividends are made subject to approval by the Board of Directors. The anticipated record and payment dates for 2025 are:

Record Date	Payment Date
March 15	April 1
June 15	July 1
Sept. 15	Oct. 1
Dec. 15	Jan. 1

Design: Q30 Design Inc. **Printing:** TC Transcontinental

Normal Course Issuer Bid
The Company has a Normal Course Issuer Bid on the Toronto Stock Exchange.

Value of Common Shares
For capital gains purposes, the valuation day (December 22, 1971) cost base for the Company, adjusted for the 4 for 1 stock split (effective May 27, 1986) and the 3 for 1 stock split (effective May 8, 1998), is $1.50 per share. The value on February 22, 1994 was $13.17 per share.

Registrar and Transfer Agent
Computershare Investor Services Inc.
100 University Avenue, 8th Floor,
Toronto, Canada M5J 2Y1

Toll Free Tel:	1.800.564.6253 (Canada and U.S.A.)
International Tel:	514.982.7555 (direct dial)
Fax:	416.263.9394
Toll Free Fax:	1.888.453.0330

To change your address or eliminate multiple mailings, or for other shareholder account inquiries, please contact Computershare Investor Services Inc.

Annual Meeting
The 2025 Annual Meeting of Shareholders of George Weston Limited will be held on Tuesday, May 6, 2025 at 11:00 a.m. (EDT) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada and virtually via a live webcast.

Trademarks
George Weston Limited, Loblaw Companies Limited, Choice Properties Real Estate Investment Trust and their respective subsidiaries own a number of trademarks. These trademarks are the exclusive property of George Weston Limited, Loblaw Companies Limited, Choice Properties Real Estate Investment Trust and their respective subsidiary companies. Trademarks where used in this report are marked with ™ or ® symbols, or written in italics.

Investor Relations
Shareholders, security analysts and investment professionals should direct their requests to Roy MacDonald, Group Vice-President, Investor Relations, at the Company's Executive Office or by e-mail at investor@weston.ca.

Additional financial information has been filed electronically with the Canadian securities regulatory authorities in Canada through SEDAR+.

This Annual Report includes selected information on Loblaw Companies Limited, a public company with shares, and Choice Properties Real Estate Investment Trust, a public entity with units, both of which are traded on the Toronto Stock Exchange.

Ce rapport est disponible en français.

Great food
Loblaws

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