

# ANDREW PELLER

— LIMITED —

## MANAGEMENT'S DISCUSSION & ANALYSIS For the three and six months ended September 30, 2017

The following management's discussion and analysis ("MD&A") provides a review of corporate developments, results of operations, and financial position for the three and six months ended September 30, 2017 in comparison with those for the three and six months ended September 30, 2016 for Andrew Peller Limited (the "Company" or "APL"). This discussion is prepared as of November 1, 2017 and should be read in conjunction with the unaudited condensed interim consolidated financial statements and accompanying notes contained therein for the three and six months ended September 30, 2017 and 2016. Additional information relating to the Company, including the audited annual consolidated financial statements, MD&A and Annual Information Form for the years ended March 31, 2017 and March 31, 2016, is available on [www.sedar.com](http://www.sedar.com). The financial years ending March 31, 2019, March 31, 2018 and March 31, 2017 are referred to as "fiscal 2019", "fiscal 2018" and "fiscal 2017" respectively. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

### FORWARD-LOOKING INFORMATION

Certain statements in this MD&A may contain "forward-looking statements" within the meaning of applicable securities laws including the "safe harbour provisions" of the Securities Act (Ontario) with respect to APL and its subsidiaries. Such statements include, but are not limited to, statements about the growth of the business in light of the Company's acquisitions; its launch of new premium wines and spirits; sales trends in foreign markets; its supply of domestically grown grapes; and current economic conditions. These statements are subject to certain risks, assumptions, and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. The words "believe", "plan", "intend", "estimate", "expect", or "anticipate", and similar expressions, as well as future or conditional verbs such as "will", "should", "would", "could", and similar verbs often identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. With respect to forward-looking statements contained in this MD&A, the Company has made assumptions and applied certain factors regarding, among other things: future grape, glass bottle, and wine and spirit prices; its ability to obtain grapes, imported wine, glass, and other raw materials; fluctuations in the U.S./Canadian dollar, Euro/Canadian dollar, and Australian/Canadian dollar exchange rates; its ability to market products successfully to its anticipated customers; the trade balance within the domestic Canadian wine market; market trends; reliance on key personnel; protection of its intellectual property rights; the economic environment; the regulatory requirements regarding producing, marketing, advertising, and labeling of its products; the regulation of liquor distribution and retailing in Ontario; the application of federal and provincial environmental laws; and the impact of increasing competition.

These forward-looking statements are also subject to the risks and uncertainties discussed in the "Risks and Uncertainties" section and elsewhere in this MD&A and other risks detailed from time to time in the publicly filed disclosure documents of the Company which are available at [www.sedar.com](http://www.sedar.com). Forward-looking statements are not guarantees of future performance and involve risks, uncertainties, and assumptions which could cause actual results to differ materially from the conclusions, forecasts, or projections anticipated in these forward-looking statements. Because of these risks, uncertainties, and assumptions, you should not place undue reliance on these forward-looking statements. The Company's forward-looking statements are made only as of the date of this MD&A, and except as required by applicable law, Andrew Peller Limited undertakes no obligation to update or revise these forward-looking statements to reflect new information, future events, or circumstances.

### Overview

The Company is a leading producer and marketer of quality wines in Canada. With wineries in British Columbia, Ontario, and Nova Scotia, the Company markets wines produced from grapes grown in Ontario's Niagara Peninsula, British Columbia's Okanagan and Similkameen Valleys, and from vineyards around the world. The Company's award-winning premium and ultra-premium Vintners' Quality Alliance ("VQA") brands include *Peller Estates*, *Trius*, *Thirty Bench*, *Wayne Gretzky*, *Sandhill*, *Red Rooster*, *Black Hills Estate*, *Tinhorn Creek*, *Gray Monk Estates*, *Raven Conspiracy* and *Conviction*. Complementing these premium brands are a number of popularly priced varietal brands

including *Peller Estates French Cross* in Eastern Canada, *Peller Estates Proprietors Reserve* in Western Canada, *Copper Moon*, *Black Cellar* and *XOXO*. *Hochtaler*, *Domaine D'Or*, *Schloss Laderheim*, *Royal*, and *Sommet* are our key value priced brands. The Company imports wines from major wine regions around the world to blend with domestic wine to craft these quality and value priced brands. The Company also produces wine based liqueurs and cocktails under the brand *Panama Jack* and a craft cider called *No Boats on Sunday*. In October 2016, the Company launched its new *Wayne Gretzky No. 99 Red Cask* Canadian Whisky in certain markets across Canada and in 2017, expanded the Spirits portfolio with *No. 99 Ice Cask*, *99 Proof* and *No. 99 Canadian Whisky Cream* products. With a focus on serving the needs of all wine consumers, the Company produces and markets premium personal winemaking products through its wholly-owned subsidiary, Global Vintners Inc. ("GVI"), the recognized leader in personal winemaking products. GVI distributes products through over 170 Winexpert authorized retailers and more than 500 independent retailers across Canada, with additional distributors in the United States, the United Kingdom, New Zealand, Australia, and China. GVI's award-winning premium and ultra-premium winemaking brands include *Selection*, *Vintners Reserve*, *Island Mist*, *KenRidge*, *Cheeky Monkey*, *Traditional Vintage*, and *Cellar Craft*. The Company owns and operates 101 well-positioned independent retail locations in Ontario under The Wine Shop, Wine Country Vintners, and Wine Country Merchants store names. The Company also operates Andrew Peller Import Agency and The Small Winemaker's Collection Inc., importers and marketing agents for premium wines from around the world.

The Company's mission is to build sales volumes of its blended, premium, and ultra-premium brands by delivering to its customers and consumers the highest quality wines and spirits at the best possible value. To meet this goal, the Company invests in improvements in the quality of grapes, wines and spirits raw materials, its winemaking and distillation capabilities, sales and marketing initiatives, and its quality management programs. Furthermore, the Company's wine portfolio covers the complete spectrum of price levels within the Canadian wine market. Over the long term the Company believes premium wine and spirits sales will continue to grow in Canada and these products generate higher prices and increased profitability compared to lower-priced products.

The Company is focused on initiatives to reduce costs and enhance its production efficiencies through a continual review of its operations and cost structure with a view to enhancing profitability. The Company continues to expand and strengthen its distribution through provincial liquor boards, the Ontario independent retail locations under The Wine Shop, Wine Country Vintners, and Wine Country Merchants store names, estate wineries, restaurants, and other licensed establishments. This distribution network is supported by enhanced sales, marketing, and promotional programs. From time to time the Company also evaluates the potential for acquisitions and partnerships, both in Canada and internationally, to further complement its product portfolio and market presence.

### **Recent Events**

On October 1, 2017 the Company acquired 100% of the issued and outstanding shares of Gray Monk Cellars Ltd. and Tinhorn Creek Vineyards Ltd. and, on October 10, 2017, acquired 100% of the operating assets of Black Hills Estate Winery, all located in British Columbia's Okanagan Wine Valley. The three wineries complement the Company's VQA portfolio and significantly strengthen its presence in Western Canada. The combined purchase price of the acquisitions was approximately \$94.8 million, funded by cash of \$77.6 million from the Company's debt facilities and the issuance of approximately 1.6 million Class A common shares with an aggregate value of approximately \$17.2 million. The Company has created an Integration Management Team and believes that it is on track to deliver the expected financial results for the acquired companies.

On June 7, 2017, the Company's Board of Directors approved a 10.3% increase in common share dividends for shareholders of record on June 30, 2017 payable on July 7, 2017. The annual dividend on Class A Shares was increased to \$0.1800 per share from \$0.1632 per share and the dividend on Class B Shares was increased to \$0.1565 per share from \$0.1420 per share. The Company has consistently paid common share dividends since 1979 and has increased dividends every year for the past five years. APL currently designates all dividends paid as "eligible dividends" for purposes of the *Income Tax Act* (Canada), unless indicated otherwise.

On June 7, 2017, the Company officially opened its new Wayne Gretzky Estate Winery and Craft Distillery in Niagara-on-the-Lake, Ontario. Located on land adjacent to the Company's Trius Winery, the 15,000 square foot facility includes a winery, craft distillery, barrel aging cellars, tasting rooms, retail and hospitality facilities, all surrounded by landscaping and vineyards. The Company established its strategic alliance with the Wayne Gretzky

Estate Winery in 2011, and has generated significant growth in their brands to where their wines are now among the top-ten VQA best sellers across Canada.

On November 17, 2016, the Company's Board of Directors announced that Mr. Randy A. Powell had been appointed President of the Company effective November 28, 2016. With his appointment, Mr. Powell resigned from the Company's Board of Directors and its Committees. The Board of Directors also announced that, effective November 17, 2016, Mr. John Peller was appointed the new Board Chair and has retained his position as Chief Executive Officer of the Company.

## Results of Operations

<b>For the six months ended September 30, (in \$000, except per share amounts)</b>	<b>2017</b>	<b>2016</b>
Sales	<b>\$ 180,497</b>	\$ 176,263
Gross margin	<b>74,297</b>	67,787
Gross margin (% of sales)	<b>41.2%</b>	38.5%
Selling and administrative expenses	<b>43,549</b>	40,401
EBITA	<b>30,748</b>	27,386
Net unrealized gain on derivative financial instruments	<b>(351)</b>	(1,175)
Other expenses	<b>215</b>	83
Adjusted earnings	<b>17,316</b>	15,395
Net earnings	<b>17,417</b>	16,203
Earnings per share – basic and diluted - Class A	<b>\$0.42</b>	\$0.39
Earnings per share – basic and diluted - Class B	<b>\$0.37</b>	\$0.34
Dividend per share – Class A (annual)	<b>\$0.1800</b>	\$0.1632
Dividend per share – Class B (annual)	<b>\$0.1565</b>	\$0.1420

Sales in the first half of fiscal 2018 increased 2.4% compared to the same period in fiscal 2017 due to solid organic growth across the majority of the Company's products and trade channels, including its network of retail outlets in Ontario, its two wine import and marketing agencies, and provincial liquor control boards across the country, as well as the introduction of new products and new product categories and selective price increases.

The Company defines gross margin as gross profit excluding amortization. Gross margin as a percentage of sales improved to 41.2% for the six months ended September 30, 2017 compared to 38.5% in the prior year. Gross margin in fiscal 2018 is benefiting from selective pricing increases, discontinuation of lower performing products, increased focus on higher margin products and the positive impact of the Company's cost control initiatives. Management is focused on efforts to further enhance production efficiency and productivity.

Selling and administrative expenses for the six months ended September 30, 2017 were higher than the prior year due primarily to increased costs related to the opening of the new Wayne Gretzky Estate Winery and Craft Distillery, increased marketing support for new launches across the Company's product portfolio, and approximately \$0.6 million in accrued one-time professional fees related to the three acquisitions discussed above. This is comparable to the \$0.8 million recognized in the second quarter of 2017 for one-time professional services fees related to a strategic acquisition that was not completed. These increases have been partially offset by the decrease in compensation expense of approximately \$0.7 million due to a change in long-term incentive plan from a cash based annual plan to a share compensation plan as approved by shareholders at the Annual and Special Meeting on September 13, 2017. The adoption of the share based compensation plan has changed the timing of expense recognition from one year to three years, as the expense recognized for the share based awards is recognized over the applicable vesting period. The Company has also increased its investment in its sales and marketing programs in fiscal 2018, however continues to focus on ensuring selling and administrative expenses are tightly controlled.

Earnings before interest, amortization, net unrealized gains and losses on derivative financial instruments, other (income) expenses, and income taxes (“EBITA”) were \$30.7 million for the six months ended September 30, 2017 compared to \$27.4 million in the prior year. The increase is primarily due to the increase in sales and gross margin in fiscal 2018, partially offset by the increase in selling and administrative expenses in the current year.

Interest expense increased through the first six months of fiscal 2018 compared to the prior year due to the write-off of approximately \$0.4 million in unamortized deferred financing fees related to the prior banking agreement that was amended and restated on September 29, 2017.

The Company recorded net unrealized non-cash gains in the first six months of fiscal 2018 and fiscal 2017 related to mark-to-market adjustments on interest rate swaps and foreign exchange contracts. The Company has elected not to apply hedge accounting and accordingly the change in fair value of these financial instruments is reflected in the Company’s consolidated statement of earnings each reporting period. These instruments are considered to be effective economic hedges and have enabled management to mitigate the short-term volatility of changing foreign exchange and interest rates.

Adjusted earnings, defined as net earnings not including net unrealized gains and losses on derivative financial instruments, other (income) expenses, non-recurring, non-operating (gains) and losses and the related income tax effect, were \$17.3 million for the six months ended September 30, 2017 compared to \$15.4 million in the prior year. Net earnings for the six months ended September 30, 2017 were \$17.4 million or \$0.42 per Class A Share compared to \$16.2 million or \$0.39 per Class A Share in the prior year.

The Company believes that sales will continue to grow going forward due to the strong positioning of key brands, the continued launch of new and innovative products in the Canadian wine, cider and spirits markets, continued growth in new wine-related markets, and the contribution from the three recently acquired estate wineries discussed above.

The Company has exposure to foreign currency risk as purchases of bulk wine and concentrate are made in U.S. dollars, Australian dollars and Euros. Fluctuating foreign currencies may have a positive or negative impact on gross margins. Management believes the impact on gross margin will be largely offset by the Company’s continued ability to leverage scale and successful cost control initiatives to reduce distribution, operating and packaging expenses and raw material cost savings. The Company also uses foreign exchange forward contracts to protect against changes in foreign currency rates and, as at September 30, 2017, had locked in \$6.9 million in U.S. dollar contracts at rates averaging \$1.27 Canadian and \$3.7 million in Australian dollar contracts at rates averaging \$0.99 Canadian. These contracts expire at various dates through March 31, 2018.

## Quarterly Performance

The following table outlines key quarterly highlights.

(in \$000, except per share amounts)	Q2 18	Q1 18	Q4 17	Q3 17	Q2 17	Q1 17	Q4 16	Q3 16
Sales	91,857	\$88,640	\$72,295	\$94,048	\$88,357	\$87,906	\$74,170	\$91,775
Gross margin	38,693	35,604	28,326	35,042	33,644	34,143	25,160	33,277
Gross margin (% of sales)	42.1%	40.2%	39.2%	37.3%	38.1%	38.8%	33.9%	36.3%
EBITA	16,290	14,458	5,865	11,886	12,583	14,803	3,614	12,445
Net unrealized (gain) loss on financial instruments	(285)	(66)	(189)	(868)	(1,128)	(47)	2,479	(525)
Other expenses (income)	70	145	(15)	52	56	27	21	68
Adjusted earnings	9,067	8,249	1,859	6,345	6,837	8,558	191	6,807
Net earnings (loss)	9,226	8,191	2,010	8,137	7,630	8,573	(1,659)	7,146
E.P.S. – Class A basic & diluted	\$0.22	\$0.20	\$0.05	\$0.20	\$0.18	\$0.21	\$(0.04)	\$0.17
E.P.S. – Class B basic & diluted	\$0.19	\$0.18	\$0.04	\$0.17	\$0.16	\$0.18	\$(0.04)	\$0.15

The third quarter is historically the strongest in each fiscal year due to increased consumer purchasing of the Company's products during the holiday season.

Sales in the second quarter of fiscal 2018 increased 4.0% compared to the same quarter of fiscal 2017 due primarily to strong organic growth across most of the Company's trade channels, including its network of retail outlets in Ontario, its two wine import and marketing agencies and provincial liquor control boards across the country. The Company has also selectively increased pricing in certain trade channels. Gross margin for the three months ended September 30, 2017 was 42.1% of sales, compared to 38.1% in the second quarter of fiscal 2017. The increase in gross margin is attributable to improved product mix, increased pricing and raw material and packaging costs savings. Selling and administrative expenses increased in the second quarter of fiscal 2018 to 24.4% of sales compared to 23.8% of sales in the second quarter of fiscal 2017. The increase is due to an increase in marketing activities and support for recent new product launches. Included in selling and administrative expenses in the second quarter of 2018 is approximately \$0.6 million in one-time professional services fees related to the three acquisitions discussed above, which is comparable to the \$0.8 million recognized in the second quarter of 2017 for one-time professional services fees related to a strategic acquisition that was not completed. EBITA increased to \$16.3 million for the three months ended September 30, 2017 from \$12.6 million in the same quarter in fiscal 2017 due primarily to the increased sales and improved gross margin. The Company generated adjusted earnings for the three months ended September 30, 2017 of \$9.1 million compared to adjusted earnings of \$6.8 million in the same prior year period. Net earnings were \$9.2 million or \$0.22 per Class A share for the three months ended September 30, 2017 compared to net earnings of \$7.6 million or \$0.18 per Class A Share in the second quarter of fiscal 2017.

### Liquidity and Capital Resources

As at (in \$000)	September 30, 2017	March 31, 2017
Current assets	\$ 208,941	\$ 160,567
Property, plant, and equipment	123,123	118,838
Intangibles	10,186	10,600
Goodwill	37,473	37,473
Derivative financial instruments	184	-
Total assets	\$ 379,907	\$ 327,478
Current liabilities	\$ 76,283	\$ 81,742
Long-term debt	91,761	46,678
Long-term derivative financial instruments	-	642
Post-employment benefit obligations	5,061	5,279
Deferred income tax	15,880	15,820
Shareholders' equity	190,922	177,317
Total liabilities and shareholders' equity	\$ 379,907	\$ 327,478

Inventory decreased at September 30, 2017 compared to March 31, 2017 due primarily to the strong sales in the first half of fiscal 2018 and lower raw materials and packaging costs. The Company continues to benefit from improved information technology systems introduced to monitor and control the Company's supply chain. These systems include improvements to the Company's ability to manage supply shortages and excesses. Inventory is dependent on the increase of domestically grown grapes that are used in the sale of premium and ultra-premium wines that are held for a longer period than imported wine. These grapes are typically aged for one to three years before they are sold. The cost of producing wine from domestically grown grapes is also significantly higher than wine purchased on international markets.

Accounts receivable are predominantly with provincial liquor boards and, to a lesser extent, licensed establishments and independent retailers of consumer made wine products. The Company had \$20.4 million of accounts receivable with provincial liquor boards at September 30, 2017, all of which is expected to be collectible. The balance represents amounts due from licensees, export customers, and independent retailers of consumer made wine products. The amount of accounts receivable that was 30 days past due was \$0.9 million at September 30, 2017, which is consistent with March 31, 2017. Against these amounts an allowance for doubtful accounts of \$0.1 million has been provided which the Company has determined represents a reasonable estimate of amounts that may not be collectible.

Property, plant and equipment increased as at September 30, 2017 compared to the prior year end due primarily to investments in the new Wayne Gretzky Estate Winery and Craft Distillery opened on June 7, 2017.

On September 29, 2017, the Company amended and restated its debt facilities. Amendments include a revised maturity date of September 29, 2022, revised financial covenants and updated applicable margins based on the Company's leverage. Additionally, the total borrowing limit was increased to \$310 million and separated into two facilities: a revolving, non-amortizing facility with a borrowing limit of \$90 million to be used for day-to-day operations, distributions and capital expenditures and a revolving, amortizing investment facility with a borrowing limit of \$220 million to be used for acquisitions or capital expenditures. Each draw on the investment facility is subject to a new amortization schedule and required annual repayments increase over the term of the loan. The initial draw on the investment facility was used to refinance the previous operating and capital term loans and fund the acquisitions of the three British Columbia premium estate wineries in early October 2017. Monthly principal repayments of \$0.4 million are required on the revolving, amortizing investment facility based on the initial draw. At September 30, 2017, the applicable margin was 1.40% (2016 – 1.25%).

Overall bank debt increased to \$125.7 million at September 30, 2017 compared to \$87.7 million at March 31, 2017. The increase in bank debt is due primarily to \$48.0 million drawn on the Company's credit facility related to the above-mentioned estate winery acquisitions, of which \$46.6 million was held in escrow and shown as restricted cash on the September 30, 2017 balance sheet. The increase in bank debt has been partially offset by the strong earnings in fiscal 2018, the positive impact of working capital management, and regularly scheduled debt repayments. An additional \$31.0 million was drawn on the Company's credit facility subsequent to September 30, 2017 to complete the three acquisitions. With the increase in debt, the Company's debt to equity ratio increased to 0.66:1 at September 30, 2017 compared to 0.49:1 at March 31, 2017. At September 30, 2017, the Company had unutilized debt capacity in the amount of approximately \$61.0 million on its operating facility and \$122.5 million on its investment facility (not including the \$31.0 million drawn subsequent to September 30, 2017 to complete the acquisitions).

Management expects to generate sufficient cash flow from operations to meet its debt servicing, principal payment, and working capital requirements over both the short and the long-term through increased profitability and strong management of working capital and capital expenditures. The Company continually reviews all of its assets to ensure appropriate returns on investment are being achieved and that they fit with the Company's long-term strategic objectives.

For the six months ended September 30, 2017, the Company generated cash from operating activities, after changes in non-cash working capital items, of \$22.8 million compared to \$20.3 million in the prior year. Investing activities were \$56.7 million in the first six months of fiscal 2018 compared to \$11.2 million in the prior year. The advance of \$46.6 million shown in restricted cash relates to the investment in the three acquired wineries completed subsequent to September 30, 2017. The remaining investing activities related to capital expenditures to sustain operations, as well as costs incurred related to the completion of the new Wayne Gretzky Estate Winery and Craft Distillery, which officially opened on June 7, 2017.

Working capital as at September 30, 2017 increased to \$132.7 million compared to \$78.8 million at March 31, 2017, and included \$46.6 million in restricted cash related to the acquisitions completed subsequent to September 30, 2017. Inventories were lower compared to March 31, 2017 due primarily to the strong sales in the first half of fiscal 2018 and lower raw materials and packaging costs. Accounts receivables increased compared to March 31, 2017 due to an increase in sales in recent months. Accounts payable and accrued liabilities were consistent with the prior year end at \$36.7 million compared to \$36.3 million at March 31, 2017. Shareholders' equity as at September 30, 2017 was \$190.9 million or \$4.48 per common share compared to \$177.3 million or \$4.16 per common share as at March 31, 2017. The increase in shareholders' equity is due to the strong net earnings, partially offset by the payment of dividends and net actuarial losses on post-employment benefit plans.

## Common Shares Outstanding

The Company is authorized to issue an unlimited number of Class A and Class B Shares. Class A Shares are non-voting and are entitled to a dividend in an amount equal to 115% of any dividend paid or declared on Class B Shares. Class B Shares are voting and convertible into Class A Shares on a one-for-one basis.

Shares outstanding	September 30, 2017	March 31, 2017
Class A Shares	33,581,487	33,581,487
Class B Shares	9,012,123	9,012,123
Total	42,593,610	42,593,610

Subsequent to September 30, 2017 the Company issued approximately 1.6 million Class A shares related to the acquisitions completed in early October 2017.

## Strategic Outlook and Direction

Andrew Peller Limited is committed to a strategy of growth that focuses on the expansion of its core business as a producer and marketer of quality wines and wine related products through concentrating on and developing leading brands that meet the needs of our consumers and customers. The Company has also recently entered the spirits category, through its strategic alliance with Wayne Gretzky, and has introduced sangrias and ciders through its own brand labels.

As discussed above, subsequent to September 30, 2017 the Company completed the acquisition of three estate wineries in British Columbia with combined sales of approximately \$24.5 million in their last fiscal years, generating approximately \$8.2 million in combined normalized EBITA. Management believes the three acquired businesses will add in the range of approximately \$30 million to \$35 million in average annual sales in each of the next five years. With this growth, and taking into account the cost and operating synergies management expects to achieve in its Western Canadian operations as a result of the acquisitions, the Company believes the acquisitions will generate approximately \$15.0 million in average annual EBITDA to the portfolio over this same five year period. While the acquisitions are expected to be accretive within five years, management believes the three acquisitions will be dilutive to earnings per share in fiscal 2018 and fiscal 2019. This dilution is a result of non-cash cost of goods sold adjustments in the first year of acquisition as well as one-time transaction costs, of which \$0.6 million was accrued in the second quarter of fiscal 2018. The Company expects to provide more details on these one-time costs in subsequent quarters.

The market for wine in Canada continues to grow due to a movement toward the consumption of wine by young consumers who have adopted wine as their beverage of choice, an aging population that favours the more sophisticated experience that wine offers, and the reported health benefits of moderate wine consumption. The Company has focused its product development and sales and marketing initiatives by capitalizing on the trend of increased wine consumption and expects to see continued sales growth. The Company will continue to closely monitor its costs and will react quickly to changes to risks and opportunities in the marketplace.

The Company will continue to launch wine brands in the future and increase its use of differentiated package formats. The Company will also expand product offerings outside the traditional table wine segment, into other alcoholic beverages, where it is able to leverage its detailed knowledge of growth opportunities in the Canadian market. The Company will also make packaging design changes that are more appealing to its target markets and are consistent with its initiative to be more environmentally friendly. Increased focus will be made on coordination between the Company's business-to-consumer trade channels to provide customers with a more intimate awareness of its broad product portfolio. New product launches and directed focus to support key brands through all of the Company's distribution channels will continue to receive increased marketing and sales support throughout fiscal 2018.

The Company expects to maximize the efficiency of its existing assets while also making additional investments in capital expenditures to increase capacity, to support its ongoing commitment to producing the highest-quality wines and spirits, and to improve productivity. Improvements to enhance the coordination throughout its supply chain have been implemented recently and benefits have begun to accrue. Investments made over the past few years are expected to continue to result in increased sales and improved profitability.

The Company plans to dedicate further resources towards rectifying unfair trade barriers and taxes by continuing to work closely with other members of the Canadian wine industry and the Canadian and provincial governments.

The Company anticipates it will continue to generate increased sales going forward while also increasing gross margin as a result of product pricing, raw material cost savings and production efficiencies. The costs of foreign denominated purchases may impact gross margin percentage as foreign exchange rates remain volatile. Furthermore, mandatory increases in minimum wages may also impact operating and selling and administrative expenses.

The Company's product portfolio covers the complete spectrum of price levels within the Canadian wine market. While there may be an increase in purchases of ultra-premium wine, this is expected to be offset by a slight decrease in sales of blended varietal wine. In addition, the Company will be accelerating its efforts to generate production efficiencies and reduce overhead costs to enhance its overall profitability.

From time to time the Company evaluates investment opportunities, including acquisitions, which support its strategic direction.

### **Risks and Uncertainties**

The Company's sales of wine and spirits are affected by general economic conditions such as changes in discretionary consumer spending and consumer confidence, future economic conditions, changes to Inter-Provincial trade laws, tax laws, and the prices of its products. A steep and sustained decline in economic growth may cause a lower demand for the Company's products. Such general economic conditions could impact the Company's sales through the Company's estate wineries, distillery and restaurants, direct sales through licensed establishments, and export sales through duty free shops. The Company believes that these effects would likely be temporary and would not have a significant impact on financial performance.

The Canadian wine market continues to be the target of low-priced imported wines from regions and countries that subsidize wine production and grape growing as well as providing sizeable export subsidies. Many of these countries and regions prohibit or restrict the sale of imported wine in their own domestic markets. The Company, along with other members of the Canadian wine industry, are working with the Canadian government to improve support for the domestic industry.

The Company operates in a highly competitive industry and the dollar amount and unit volume of sales could be negatively impacted by its inability to maintain or increase prices, changes in geographic or product mix, a general decline in beverage alcohol consumption, or the decision of retailers or consumers to purchase competitive products instead of the Company's products. Retailer and consumer purchasing decisions are influenced by, among other things, the perceived absolute or relative overall value of the Company's products including their quality or pricing compared to competitive products. Unit volume and dollar sales could also be affected by purchasing, financing, operational, advertising, or promotional decisions made by provincial agencies and retailers which could affect supply of or consumer demand for, the Company's products. APL could also experience higher than expected selling and administrative expenses if it finds it necessary to increase the number of its personnel, advertising, or promotional expenditures to maintain its competitive position.

APL expects to increase the sales of its premium wines in Canada principally through the sale of VQA wines, and as a result, is dependent on the quality and supply of domestically grown premium quality grapes. If any of the Company's vineyards or the vineyards of our grape suppliers experience certain weather variations, natural disasters, pestilence, other severe environmental problems, or other occurrences, APL may not be able to secure a sufficient supply of grapes, a situation which could result in a decrease in production of certain products from those regions and/or result in an increase in costs. In the past where there has been a significant reduction in domestically sourced grapes, the Government of Ontario, in conjunction with the Ontario Grape Growers Marketing Board, have agreed to temporarily increase the blending of imported wines which would enable the Company to continue to supply products to the market. The inability to secure premium quality grapes could impair the ability of the Company to supply certain wines to its customers. APL has developed programs to ensure it has access to a consistent supply of premium quality grapes and wine. The price of grapes is determined through negotiations with the Ontario Grape Growers Marketing Board in Ontario and with independent growers in British Columbia.

Foreign exchange risk exists on the purchases of bulk wine and concentrate that are primarily made in United States dollars, Euros, and Australian dollars. The Company's strategy is to hedge approximately 50% - 80% of its foreign exchange requirements throughout the fiscal year and to regularly review its on-going requirements. APL has entered into a series of foreign exchange contracts as a hedge against movements in U.S. dollar, Euro and Australian dollar exchange rates. The Company does not enter into foreign exchange contracts for trading or speculative purposes. These contracts are reviewed periodically. Based on the Company's forecasts for foreign currency purchases and the amount of foreign exchange forward contracts outstanding at September 30, 2017, each one percent change in the value of the U.S. dollar, Euro or the Australian dollar would not have a material impact on the Company's net earnings.

The Company purchases glass, bag in box, tetra paks, and other components used in the bottling and packaging of wine and spirits. The largest component in the packaging of wine and spirits is glass, of which there are few domestic or international suppliers. There is currently only one commercial supplier of glass in Canada that is able to supply glass to APL's specifications. Any interruption in supply could have an adverse impact on the Company's ability to supply its markets. APL has taken steps to reduce its dependence on domestic suppliers through the development of relationships with several international producers of glass and through carrying increased inventory of selected bottles.

The Company operates in a highly regulated industry with requirements regarding the production, distribution, marketing, advertising, and labelling of wine and spirits. These regulatory requirements may inhibit or restrict the Company's ability to maintain or increase strong consumer support for and recognition of its brands and may adversely affect APL's business strategies and results of operations. Privatization of liquor distribution and retailing has been implemented in varying degrees across the country. The recent regulatory changes relating to privatization in Ontario and sales through grocery outlets remains a risk to the Company through its impact on the Company's retail operations.

The wine industry and the domestic and international market in which the Company operates are consolidating. This has resulted in fewer, but larger, competitors who have increased their resources and scale. The increased competition from these larger market participants may affect the Company's pricing strategies and create margin pressures resulting in potentially lower revenues. Competition also exerts pressure on existing customer relationships which may affect APL's ability to retain existing customers and increase the number of new customers. The Company has worked to improve production efficiencies, selectively increase pricing to increase gross margin, and implement a higher level of promotion and advertising activity to remain competitive. APL and other wine industry participants also generally compete with other alcoholic beverages like beer and spirits for consumer acceptance, loyalty, and shelf space. Any legalization of recreational cannabis may also have an impact on consumption of wine and other beverage alcohol products. No assurance can be given that consumer demand for wine and premium wine products will continue at current levels in the future.

Federal and provincial governments impose excise, other taxes and mark-ups on beverage alcohol products which have been subject to change. Significant increases in excise and other taxes on beverage alcohol products could materially and adversely affect the Company's financial condition or results of operations. Federal and provincial governmental agencies extensively regulate the beverage alcohol products industry concerning such matters as licensing, trade practices, permitted and required labelling, advertising, and relations with consumers and retailers. Certain federal and provincial regulations also require warning labels and signage. New or revised regulations, increased licensing fees, requirements, taxes or mark-ups could also have a material adverse effect on the Company's financial condition or results of operations.

The Company's future operating results also depend on the ability of its officers and other key employees to continue to implement and improve its operating and financial systems and manage the Company's significant relationships with its suppliers and customers. The Company is also dependent upon the performance of its key senior management personnel. The Company's success is linked to its ability to identify, hire, train, motivate, promote, and retain highly qualified management. Competition for such employees is intense and there can be no assurances that the Company will be able to retain current key employees or attract new key employees.

The Company has certain defined benefit pension plans. The expense and cash contributions related to these plans depend on the discount rate used to measure the liability to pay future benefits and the market performance of the plan assets set aside to pay these benefits. A pension committee reviews the performance of plan assets on a regular basis and has a policy to hold diversified investments. Nevertheless, a decline in long-term interest rates or in asset values could increase the Company's costs related to funding the deficit in these plans.

The competitive nature of the wine industry internationally has resulted in the discounting of retail prices of wine in key markets such as the United States and the United Kingdom. Although significant price discounting may occur in Canada beyond current levels, the Company believes that its product quality, advertising and promotional support along with its competitive pricing strategies will effectively mitigate the impact of this to the Company.

The Company considers its trademarks, particularly certain brand names and product packaging, advertising and promotion design, and artwork to be of significant importance to its business and ascribes a significant value to these intangible assets. APL relies on trademark laws and other arrangements to protect its proprietary rights. There can be no assurance that the steps taken by APL to protect its intellectual property rights will preclude competitors from developing confusingly similar brand names or promotional materials. The Company believes that its proprietary rights do not infringe upon the proprietary rights of third parties, but there can be no assurance in this regard.

As an owner and lessee of property the Company is subject to various federal and provincial laws relating to environmental matters. Such laws provide that the Company could be held liable for the cost of removal and remediation of hazardous substances on its properties. The failure to remedy any situation that might arise could lead to claims against the Company. A perceived failure to maintain high ethical, social, and environmental standards could have an adverse effect on the Company's reputation.

The success of the Company's brands depends upon the positive image that consumers have of those brands. Contamination of APL's products, whether arising accidentally or through deliberate third-party action, or other events that harm the integrity or consumer support for those brands could adversely affect their sales. Contaminants in raw materials purchased from third parties and used in the production of the Company's products or defects in the fermentation process could lead to low product quality as well as illness among, or injury to, consumers of the products and may result in reduced sales of the affected brand or all of the Company's brands.

### Non-IFRS Measures

The Company utilizes EBITA (defined as earnings before interest, amortization, net unrealized gains and losses on derivative financial instruments, other (income) expenses, and income taxes) to measure its financial performance. EBITA is not a recognized measure under IFRS; however, management believes that EBITA is a useful supplemental measure to net earnings as it provides readers with an indication of earnings available for investment prior to debt service, capital expenditures, and income taxes.

For the three and six months ended September 30, (in \$000)	Three Months		Six Months	
	2017	2016	2017	2016
Net earnings	\$ 9,226	\$ 7,630	\$ 17,417	\$ 16,203
Add: Interest	1,157	780	1,940	1,563
Provision for income taxes	3,557	2,806	6,480	5,857
Amortization of plant and equipment used in production	1,709	1,601	3,381	3,187
Amortization of equipment and intangibles used in selling and administration	856	838	1,666	1,668
Net unrealized gains on derivative financial instruments	(285)	(1,128)	(351)	(1,175)
Other expenses	70	56	215	83
EBITA	\$ 16,290	\$ 12,583	\$ 30,748	\$ 27,386

Readers are cautioned that EBITA should not be construed as an alternative to net earnings determined in accordance with IFRS as an indicator of the Company's performance or to cash flows from operating, investing, and financing activities as a measure of liquidity and cash flows.

The Company also utilizes gross margin (defined as sales less cost of goods sold, excluding amortization) as calculated below.

<b>For the three and six months ended September 30,</b> <b>(in \$000)</b>	Three Months		Six Months	
	<b>2017</b>	2016	<b>2017</b>	2016
Sales	<b>\$ 91,857</b>	\$ 88,357	<b>\$ 180,497</b>	\$ 176,263
Less: Cost of goods sold, excluding amortization	<b>53,164</b>	54,713	<b>106,200</b>	108,476
Gross margin	<b>\$ 38,693</b>	\$ 33,644	<b>\$ 74,297</b>	\$ 67,787
Gross margin (% of sales)	<b>42.1%</b>	38.1%	<b>41.2%</b>	38.5%

The Company calculates adjusted earnings as follows.

<b>For the three and six months ended September 30,</b> <b>(in \$000)</b>	Three Months		Six Months	
	<b>2017</b>	2016	<b>2017</b>	2016
Net earnings	<b>\$ 9,226</b>	\$ 7,630	<b>\$ 17,417</b>	\$ 16,203
Net unrealized gains on derivative financial instruments	<b>(285)</b>	(1,128)	<b>(351)</b>	(1,175)
Other expenses	<b>70</b>	56	<b>215</b>	83
Income tax effect of the above	<b>56</b>	279	<b>35</b>	284
Adjusted earnings	<b>\$ 9,067</b>	\$ 6,837	<b>\$ 17,316</b>	\$ 15,395

The Company's method of calculating EBITA, gross margin, and adjusted earnings may differ from the methods used by other companies and accordingly, may not be comparable to the corresponding measures used by other companies.

### **Financial Statements and Accounting Policies**

The Company's consolidated financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 – Interim Financial Reporting.

### **Critical Accounting Estimates**

During the year management is required to make estimates and assumptions that are inherently uncertain. These estimates can vary with respect to the level of judgment involved and ultimately the impact that these estimates may have on the Company's financial statements. Estimates are deemed to be critical when a different estimate could reasonably be used or where changes are reasonably likely to occur which could materially affect the Company's financial position or financial performance. The Company's critical accounting estimates remain unchanged from those disclosed in the notes to the audited consolidated financial statements for the year ended March 31, 2017 and 2016.

### **Recently Adopted Accounting Policies**

#### **Share based compensation**

The Company can grant stock options, performance share units (PSUs) and deferred share units (DSUs) to employees under its share based compensation plan. All share based compensation arrangements are equity-settled in Class A non-voting common shares.

Equity-settled share based payments to employees are measured at the fair value of the equity instrument granted. An option valuation model (Black-Scholes) is used to fair value stock options issued to employees on the date of grant. The volume weighted average trading price of the Class A non-voting common shares for the five trading days prior to the date of the grant is used to determine the fair value of the equity-based share units issued to participants.

The grant date fair value of equity-settled share based awards is recognized as compensation expense with a corresponding increase in equity reserves over the related service period provided to the Company. The total amount of expense recognized in profit or loss is determined by reference to the fair value of the options granted or share

awards, which factors in the number of options expected to vest. Equity-settled share based payment transactions are not remeasured once the grant date fair value has been determined, except in cases where the share based payment is linked to non-market performance conditions. Stock options vest in tranches (graded vesting) and accordingly, the expense is recognized in vesting tranches. PSUs vest in full at the end of the third fiscal year after the date of grant and accordingly, the expense is recognized evenly over the vesting period.

Compensation expense is recognized over the applicable vesting period by increasing contributed surplus based on the number of awards expected to vest. At the end of each reporting period, the Company revises its estimates of the number of awards that are expected to vest based on the non-market performance vesting conditions. The Company recognizes the impact of the revision to original estimates, if any, in the condensed consolidated statement of earnings, with a corresponding adjustment to contributed surplus.

In January 2016, the IASB issued an amendment to IAS 7 – Statement of Cash Flows, introducing additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments were effective for annual periods beginning on or after January 1, 2017. The new requirements were adopted effective April 1, 2017. The adoption of these amendments did not have a significant impact on the consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 12 – Income Taxes to clarify the requirements for recognising deferred tax assets on unrealised losses. The amendments clarify the accounting for deferred tax where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets. The amendments were effective for annual periods beginning on or after January 1, 2017. The new requirements were adopted effective April 1, 2017. The adoption of these amendments did not have a significant impact on the consolidated financial statements.

#### **Recently Issued Accounting Pronouncements**

During July 2014, the IASB issued the complete version of IFRS 9, Financial Instruments - Classification and Measurement of Financial Assets and Financial Liabilities. IFRS 9 will replace IAS 39, Financial Instruments - Recognition and Measurement. In addition, IFRS 7, Financial Instruments - Disclosures was amended to include additional disclosure requirements on transition to IFRS 9. The mandatory effective date of applying these standards is for annual periods beginning on or after January 1, 2018. The standard uses a single approach to determine whether a financial asset is measured at amortized cost or fair value. The approach is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used. The standard requires that for financial liabilities measured at fair value, any changes in an entity's own credit risk are generally to be presented in other comprehensive income instead of net earnings. A new hedge accounting model is included in the standard, as well as increased disclosure requirements about risk management activities for entities that apply hedge accounting. The Company is currently evaluating the potential impact of this standard; however, it is not expected to have a significant impact on the consolidated financial statements.

During May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers, which supersedes IAS 18, Revenue, and IAS 11, Construction Contracts. The standard details a revised model for the recognition of revenue from contracts with customers. In April 2016, the IASB has amended IFRS 15 to clarify the guidance on identifying performance obligations, licenses of intellectual property and principal versus agent. The amendments also provide additional practical expedients on transition. The standard is effective for first interim periods within annual periods beginning on or after January 1, 2018. The Company is currently in the process of evaluating the potential impact this new guidance will have on the Company's consolidated financial statements. The Company has not completed this evaluation and therefore, cannot conclude whether the guidance will have a significant impact on the consolidated financial statements at this time. However, based on preliminary work completed, the Company is considering the implications the new standard may have on its agency wine businesses, presentation of certain customer related trade spending, as well as the timing of recognition of certain promotional discounts, which are areas that could potentially be impacted by the adoption of the new guidance.

In January 2016, the IASB issued IFRS 16, Leases, which will replace IAS 17, Leases and related Interpretations. The new standard will be effective for fiscal years beginning on or after January 1, 2019, with early adoption permitted

provided the Company has adopted IFRS 15, Revenue from Contracts with Customers. The new standard requires lessees to recognize a lease liability reflecting future lease payments and a “right-of-use asset” for virtually all leases contracts, and record it on the statement of financial position, except with respect to lease contracts that meet limited exception criteria. Given that the Company has significant contractual obligations in the form of operating leases under IAS 17, there will be a material increase to both assets and liabilities on adoption of IFRS 16, and material changes to the timing of recognition of expenses associated with the lease arrangements. The Company is analyzing the new standard to determine the impact of adopting this standard.

#### **Evaluation of Disclosure Controls and Procedures and Internal Control over Financial Reporting**

To comply with National Instrument 52-109 (“NI 52-109”) the Company’s management, under the supervision of, and with the participation of the CEO and CFO, have designed and maintained the Company’s disclosure controls and procedures as required in Canada by “National Instrument 52-109 – Certification of Disclosure in Issuers’ Annual and Interim Filings”.

For the six months ended September 30, 2017, there have been no material changes in the Company’s internal controls over financial reporting or changes to disclosure controls and procedures that materially affected or were likely to affect, the Company’s internal control systems.