UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

[Check one]

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022

Commission File Number 001-39224

TFI INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Not applicable
(Translation of Registrant's name into English (if applicable))

Canada	**4210**	**Not applicable**
(Province or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number (if applicable))**	**(I.R.S. Employer Identification Number (if applicable))**

8801 Trans-Canada Highway, Suite 500
Saint-Laurent, Québec
H4S 1Z6
(514) 331-4000
(Address and telephone number of Registrant's principal executive offices)

Corporation Service Company
County of New Castle
251 Little Falls Drive
Wilmington, DE USA 19808
(866) 927-9800
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	TFII	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this Form:

☒ **Annual Information Form** ☒ **Audited Annual Financial Statements**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 86,539,559 common shares.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correctionof an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executiveofficers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Auditor Firm Id:	85	Auditor Name:	KPMG LLP	Auditor Location:	Montreal, QC, Canada

FORWARD LOOKING STATEMENTS

This Form 40-F and the exhibits hereto contain forward-looking statements under the provisions of Section 27A of the United States Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act, and forward-looking information within the meaning of applicable Canadian securities legislation, and such statements are subject to the safe harbor created by those sections and the United States Private Securities Litigation Reform Act of 1995, as amended.

Readers are cautioned not to place undue reliance on any forward-looking statements which reference issues only as of the date made. The following important factors could cause the Company's actual financial performance to differ materially from that expressed in any forward-looking statement:

- *Competition*
- *Regulation*
- *United States Operations*
- *Operating Environment and Seasonality*
- *General Economic, Credit and Business Conditions*
- *Interest Rate Fluctuations*
- *Currency Fluctuations*
- *Price and Availability of Fuel*
- *Insurance*
- *Employee Relations*
- *Drivers*
- *Independent Contractors*
- *Acquisition and Integration Risks*
- *Growth*
- *Environmental Matters*
- *Environmental Contamination*
- *Key Personnel*
- *Dependence on Third Parties*
- *Loan Default*
- *Credit Facilities*
- *Customers and Credit Risks*
- *Availability of Capital*
- *Information Systems*
- *Litigation*
- *Internal Control Over Financial Reporting*
- *Dividends and Share Repurchases*
- *Material Transactions*
- *Public Health Crises, including the current COVID-19 pandemic*

The foregoing list should not be construed as exhaustive, and the Company disclaims any subsequent obligation to revise or update any previously made forward-looking statements unless required to do so by applicable securities laws. Unanticipated events are likely to occur. The Company's future financial and operating results may fluctuate as a result of these and other risk factors.

Readers should also refer to the sections entitled "Forward-Looking Statements" in the Company's Annual Information Form for the year ended December 31, 2022, attached hereto as Exhibit 99.1, and the Company's Management's Discussion and Analysis for the year ended December 31, 2022, attached hereto as Exhibit 99.3 (the "2022 MD&A") for a discussion of forward-looking statements, as well as the section entitled "Risks and Uncertainties" in the 2022 MD&A for additional information on risk factors and other events that are not within the Company's control.

Unless otherwise indicated or the context otherwise requires, all references in this Form 40-F to "TFI International", the "Company", "we", "us", and "our" mean TFI International Inc. and its consolidated subsidiaries.

CONTROLS AND PROCEDURES

Certifications

The required certifications are attached hereto as Exhibits 99.4, 99.5, 99.6, and 99.7.

Disclosure Controls and Procedures

The information provided in the section entitled "Controls and Procedures" under the sub-heading "Disclosure Controls and Procedures" contained in the 2022 MD&A filed as Exhibit 99.3 to this Annual Report on Form 40-F is incorporated by reference herein.

Management's Annual Report on Internal Control over Financial Reporting

The information provided in the section entitled "Controls and Procedures" under the sub-headings "Management's Annual Report on Internal Controls over Financial Reporting" contained in the 2022 MD&A filed as Exhibit 99.3 to this Annual Report on Form 40-F is incorporated by reference herein.

Attestation Report of the Independent Registered Public Accounting Firm

The effectiveness of the Company's internal control over financial reporting as at December 31, 2022 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report, which accompanies the Company's Audited Consolidated Annual Financial Statements, filed as Exhibit 99.2 to this Annual Report on Form 40-F and is incorporated herein by reference.

Changes in Internal Control over Financial Reporting

The information provided in the section entitled "Controls and Procedures" under the sub-heading "Changes in Internal Controls over Financial Reporting" contained in the 2022 MD&A filed as Exhibit 99.3 to this Annual Report on Form 40-F is incorporated by reference herein.

NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Company sent during the year ended December 31, 2022 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

AUDIT COMMITTEE AND AUDIT COMMITTEE FINANCIAL EXPERT

Audit Committee

The board of directors of the Company (the "Board") has a separately designated standing audit committee (the "Audit Committee") established in accordance with section 3(a)(58)(A) of the Exchange Act. The Board has appointed four independent directors, Diane Giard, William T. England (chair), André Bérard (interim member) and Debra Kelly-Ennis, to the Audit Committee.

The Board has determined that all members of the Audit Committee are “independent” within the meaning of applicable Commission regulations and the listing standards of the New York Stock Exchange (the “NYSE”).

Audit Committee Financial Expert

Management has determined that William T. England qualifies as an “audit committee financial expert” within the meaning of Item 407 of Regulation S-K.

The Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an “expert” for any purpose (including, without limitation, Section 11 of the Securities Act) or impose any duties, obligations or liabilities on such person that are greater than those imposed on members of the Audit Committee and the Board who do not carry this designation, or affect the duties, obligations or liabilities of any other member of the Audit Committee or Board.

CODE OF ETHICS

The Company’s Code of Ethics is applicable to all of its employees, including the CEO, CFO, and persons performing similar functions. The Code of Ethics is available on the Company’s website at www.tfiintl.com. Except for the Code of Ethics, and notwithstanding any reference to the Company’s website or other websites in this Form 40-F or in the documents incorporated by reference herein or attached as Exhibits hereto, no information contained on the Company’s website or any other site shall be incorporated by reference in this Form 40-F or in the documents incorporated by reference herein or attached as Exhibits hereto.

PRINCIPAL ACCOUNTING FEES AND SERVICES

The aggregate amounts paid or accrued by the Company with respect to fees payable to KPMG LLP, the auditors of the Company, for audit, audit-related, tax and other services in the years ended December 31, 2022 and 2021 were as follows:

	Year ended December 31,	
	2022	2021
	In USD [4]	
Audit Fees[1]	$ 2,683,499	$ 2,997,049
Audit-Related Fees[2]	$ 382,553	$ 2,817
Tax Fees[3]	$ —	$ 39,774
All Other Fees	$ —	$ —
TOTAL	$ 3,066,052	$ 3,039,640

(1) Audit fees for 2022 and 2021 include fees related to the audit of the annual financial statements, the reviews of the interim financial statements and the audit of internal controls over financial reporting. Audit fees also include fees for any prospectus related work.

(2) 2022 and 2021 Audit-Related Fees are for an audit of a special report for the Québec Commission des normes, de l’équité, de la santé et de la sécurité du travail (CNESST) and 2022 fees also include carve-out work related to the disposition of CFI and due diligence services.

(3) No tax fees for 2022. Tax Fees for 2021 consist of tax compliance, including assistance with the preparation and review of tax returns, and other tax advisory services related to domestic and international taxation.

(4) The amounts in the table above are shown in USD based on the average exchange rate of the Bank of Canada for the years 2022 and 2021 respectively, namely:

Currency	2022	2021
Euros	—	1.4828
Mexican	—	0.06181
CAD	0.7685	0.7978

Audit Committee Pre-Approval Policies and Procedures

Generally, the Audit Committee reviews and approves in advance all non-audit services performed by the Company's duly appointed external auditing firm. The Audit Committee may delegate to the chairman of the committee the authority to pre-approve non-audit services to be performed by the Company's duly appointed external auditing firm. The pre-approval of such non-audit services by chairman to whom authority has been delegated must thereafter be presented to the Audit Committee at its first scheduled meeting following such pre-approval.

If the amount to be paid by the Company to the Company's duly appointed external auditing firm is less than seventy-five thousand dollars (CAD$75,000) for each specific mandate, up to an aggregate annual amount of all the non-audit services not more than One Hundred Fifty Thousand Dollars (CAD$150,000), such non-audit services are deemed to be pre-approved by the Audit Committee if they are approved by the Chairman of the Audit Committee and provided that the services are promptly brought to the attention of the Audit Committee at its first scheduled meeting following such non-audit services are given.

No audit-related, tax, or other non-audit services were approved by the Audit Committee pursuant to the de minimis exception to the pre-approval requirement under Rule 2-01(c)(7)(i)(C), of SEC Regulation S-X during the year ended December 31, 2022.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not currently have any "off-balance sheet arrangements" that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The information provided under the heading "Contractual obligations, commitments, contingencies and off-balance sheet arrangements" in the 2022 MD&A is incorporated by reference herein.

COMPARISON WITH NEW YORK STOCK EXCHANGE GOVERNANCE RULES

The Company is subject to the listing standards of the Toronto Stock Exchange (the "TSX") and the corporate governance rules of Canadian Securities Administrators. These listing standards and corporate governance rules are substantially similar to the NYSE listing standards. The Company complies with these TSX listing standards and Canadian corporate governance rules.

The following are the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies listed on the NYSE:

- Section 303A.08 of the NYSE's Listed Company Manual requires shareholder approval of all equity compensation plans and material revisions to such plans. The definition of "equity compensation plans" covers plans that provide for the delivery of both newly issued and treasury securities, as well as plans that rely on securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors. The TSX rules require that shareholders approve the adoption of only those security-based compensation arrangements that provide for new issuances or potential issuances of securities from treasury. Further, the TSX rules require that: (i) every three years after institution, all unallocated options, rights or other entitlements under a security based compensation arrangement which does not have a fixed maximum aggregate of securities issuable, must be approved by the listed issuer's shareholders; (ii) any amendment to a security based compensation arrangement must be approved by the listed issuer's shareholders unless the security based compensation arrangement contains detailed provisions which specify those amendments requiring shareholder approval under the TSX rules and those amendments which can be made by the listed issuer's board of directors without shareholder approval; and (iii) shareholder approval is required for the introduction of, and subsequent amendments to, such amending provisions. The Company follows the TSX rules with respect to the requirements for shareholder approval of security-based compensation arrangements and amendments thereto.

- Section 310.00 of the NYSE Listed Company Manual generally requires that a listed company provide for a quorum for any meeting of the holders of the company's common shares that is sufficiently high to insure a representative vote. Pursuant to the NYSE corporate governance rules we, as a foreign private issuer, have elected to comply with practices that are permitted under Canadian law in lieu of the provisions of Section 310.00. Our by-laws provide that two or more shareholders present in person and personally holding or representing by proxy not less than twenty percent (20%) of the issued and outstanding shares of the Company entitled to vote at the meeting, constitutes a quorum.
- In lieu of Section 312 of the NYSE's Listed Company Manual, the Company intends to follow the TSX rules for shareholder approval of new issuances of its common shares. The TSX will generally require shareholder approval for an issuance of shares if, in the opinion of the TSX, the transaction (i) materially affects control of the listed issuer or (ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period. Shareholder approval is also required, pursuant to the TSX rules: (i) in the case of private placements (x) for an aggregate number of listed securities issuable greater than 25% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of closing of the transaction if the price per security is less than the "market price", as that term is defined in the TSX rules, or (y) that during any six-month period are to insiders for listed securities or options, rights or other entitlements to listed securities greater than 10% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of the closing of the first private placement to an insider during the six-month period; (ii) for a private placement of convertible securities in which the conversion price is determined on a basis that could result in a conversion price lower than that determined in accordance with the TSX rules; (iii) in those instances where the number of securities issued or issuable in payment of the purchase price for an acquisition exceeds 25% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis; and (iv) in those instances where the number of securities issued or issuable to insiders as a group, together with any securities issued or made issuable to insiders as a group for acquisitions during the preceding six months, in payment of the purchase price for an acquisition exceeds 10% of the number of securities of the listed issuer which are outstanding on a non-diluted basis, prior to the date of closing of the transaction;

Except as stated above, the Company is in compliance with the rules generally applicable to U.S. domestic companies listed on the NYSE.

UNDERTAKINGS

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

EXHIBITS

The following documents are being filed with the Commission as exhibits to this Form 40-F.

Exhibit Number	Description
99.1	Annual Information Form for the Registrant for the year ended December 31, 2022
99.2	Audited Consolidated Annual Financial Statements of the Registrant as at and for the years ended December 31, 2022 and December 31, 2021, together with the notes thereto and the auditors' reports thereon
99.3	Management's Discussion and Analysis of the Registrant for the year ended December 31, 2022
99.4	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.5	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.6	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the United States Sarbanes Oxley Act of 2002
99.7	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the United States Sarbanes Oxley Act of 2002
99.8	Consent of KPMG LLP
101	Interactive Data File (formatted in Inline XBRL)
104	Cover Page Interactive Data File (embedded within the Inline XBRLs)

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certificates that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

TFI International Inc.

By: /s/ Alain Bédard
Name: Alain Bédard
Title: Chairman of the Board, President and Chief Executive Officer

Date: February 23, 2023

Exhibit 99.1



ANNUAL INFORMATION FORM
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022

February 23, 2023

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FORWARD-LOOKING STATEMENTS

TFI International Inc. (the "Corporation") may make statements in this annual information form that reflect its current expectations regarding future results of operations, performance, and achievements. They are based on information currently available to management. Words such as "may", "could", "should", "would", "believe", "expect", "anticipate", "intend" and words and expressions of similar import are intended to identify these forward-looking statements. Such forward-looking statements are subject to certain risks, and uncertainties that could cause actual results, performance or achievements to differ materially from historical results, and those presently anticipated or projected.

The Corporation cautions readers not to place undue reliance on any forward-looking statements, which reference only the date as of which they are made. The following important factors could cause the Corporation's actual financial performance to differ materially from that expressed in any forward-looking statement:

- Competition
- Regulation
- United States Operations
- Operating Environment and Seasonality
- General Economic, Credit and Business Conditions
- Interest Rate Fluctuations
- Currency Fluctuations
- Price and Availability of Fuel
- Insurance
- Employee Relations
- Drivers
- Independent Contractors
- Acquisition and Integration Risks
- Growth
- Environmental Matters
- Environmental Contamination
- Key Personnel
- Dependence on Third Parties
- Loan Default
- Credit Facilities
- Customers and Credit Risks
- Availability of Capital
- Information Systems
- Litigation
- Internal Control Over Financial Reporting
- Dividends and Share Repurchases
- Material Transactions
- Public Health Crises, including the current COVID-19 pandemic

The foregoing list should not be construed as exhaustive, and readers should also refer to the section entitled "Risk Factors" in this annual information form and in the Corporation's annual Management Discussion & Analysis ("MD&A") for the fiscal year ended December 31, 2022, under the heading "Risk and Uncertainties", for additional information on risk factors and other events that are not within the Corporation's control. The Corporation's future financial and operating results may fluctuate as a result of these and other risk factors.

Although forward-looking statements are generally based upon what the Corporation believes to be reasonable assumptions, they may prove to be inaccurate and many of them involve factors which are beyond the Corporation's control. The Corporation cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this annual information form, and the Corporation does not assume any obligation to update or revise them to reflect new events or circumstances, except as required under applicable securities laws.

ORGANIZATIONAL STRUCTURE

The Corporation was formerly known as TransForce Inc. On December 23, 2016, the Corporation amended its Articles so as to change its corporate name to TFI International Inc.

In this annual information form, the terms "Corporation" and "TFI International" mean TFI International Inc., a corporation incorporated pursuant to the *Canada Business Corporations Act*, its subsidiaries and, as the case may be, its predecessors.

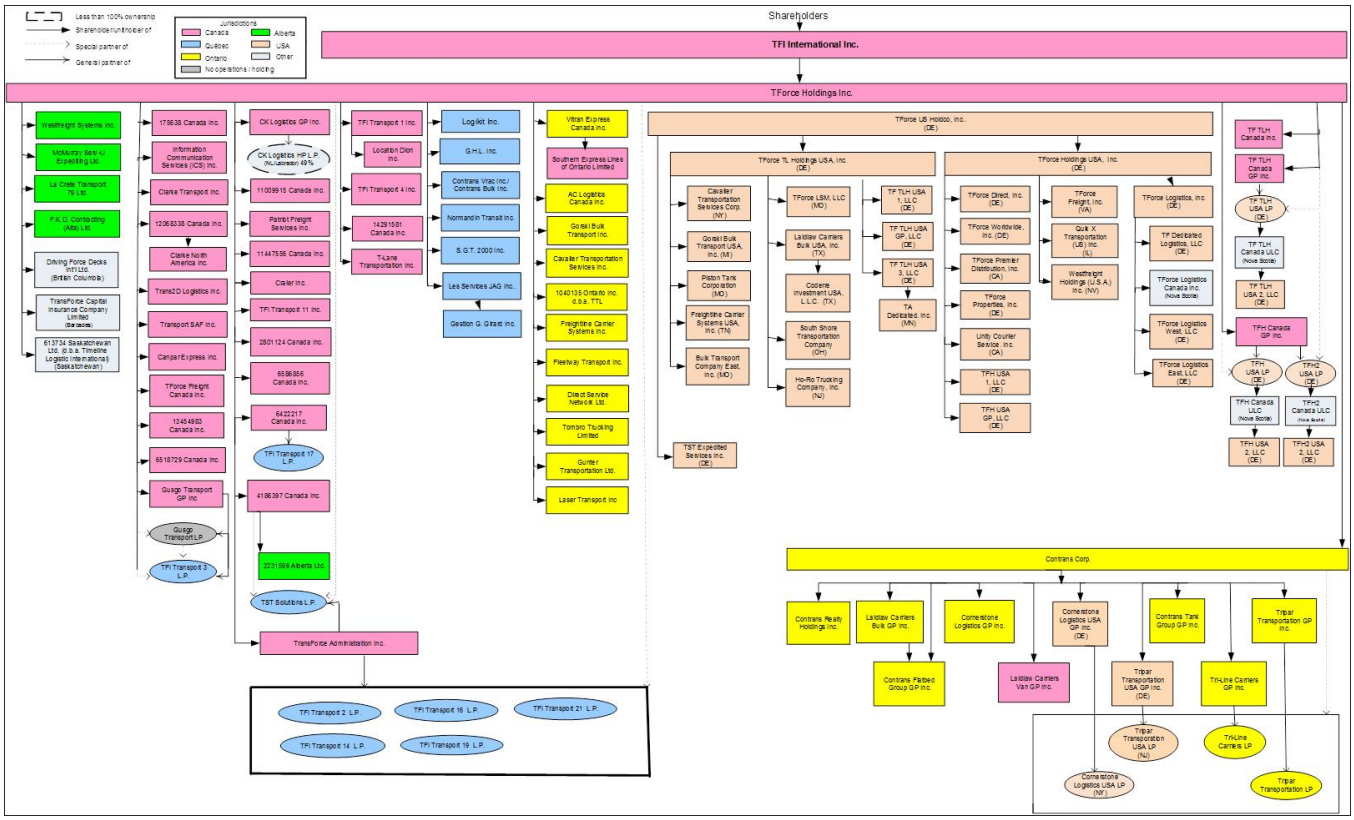
The Corporation was incorporated on March 28, 2008 for the purpose of acquiring all of the issued and outstanding units of TransForce Income Fund (the "Fund") and "tracking share units" of TFI Holdings Inc. (now known as TForce Holdings Inc.), an indirect subsidiary of the Fund, pursuant to a plan of arrangement under which the Fund was converted into the Corporation. The Corporation, through its subsidiaries, now operates the transportation business formerly operated under the Fund, and the former unitholders of the Fund continue to own, to the extent they remained shareholders of the Corporation, an economic interest in the business formerly operated by the Fund.

The Fund resulted from the conversion on September 30, 2002 of TransForce Inc. ("TransForce"), a corporation incorporated on April 30, 1985 pursuant to the *Companies Act* (Québec), into an income trust. Immediately following the conversion, the Fund, through its subsidiaries, continued to operate the transportation business of TransForce, and the former shareholders of TransForce continued to own, to the extent they remained unitholders of the Fund, an economic interest in the business of TransForce.

TransForce was formerly known as 2320-2351 Québec Inc. Its articles were amended on October 9, 1985, October 1, 1986, July 22, 1987, October 19, 1987, March 4, 1988, July 5, 1989 and May 30, 1995, in each case changing its share capital. The articles were also amended on October 1, 1986 to change the corporate name to Groupe Cabano d'Anjou Inc. and on August 7, 1987 to change the corporate name to Cabano Expeditex Inc. On October 19, 1987, Cabano Expeditex Inc. amalgamated with Location Speribel Inc. The articles were subsequently amended on December 4, 1990 to change the corporate name to Groupe Transport Cabano Inc./Cabano Transportation Group Inc., on May 30, 1995 to change the corporate name to Cabano-Kingsway Inc. and on April 23, 1999 to change the corporate name to TransForce Inc.

The Corporation's head office is at 8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Québec, Canada, H4S 1Z6 and its executive office is at 96 Disco Road, Etobicoke, Ontario, Canada, M9W 0A3.

The diagram on the following page sets out the organizational structure of the Corporation as of December 31, 2022 and the jurisdiction of incorporation of each of the entities therein. Unless otherwise indicated, each of the entities is wholly-owned, directly or indirectly, by the Corporation.


Less than 100% ownership
Shareholder/unitholder of
Special partner of
General partner of
Jurisdictions
Canada
Alberta
Quebec
USA
Ontario
Other
No operations / holding
Shareholders
TFI International Inc.
TForce Holdings Inc.
Westfreight Systems Inc.
McMurray Serv-U Expediting Ltd.
La Crete Transport 79 Ltd.
P.K.D. Contracting (Alta) Ltd.
Driving Force Decks Int'l Ltd. (British Columbia)
TransForce Capital Insurance Company Limited (Bermuda)
613734 Saskatchewan Ltd. (d.b.a. Timeline Logistic International) (Saskatchewan)
175638 Canada Inc.
Information Communication Services (ICS) Inc.
Clarke Transport Inc.
12065338 Canada Inc.
Clarke North America Inc.
Trans2D Logistics Inc.
Transport SAF Inc.
Canpar Express Inc.
TForce Freight Canada Inc.
13454983 Canada Inc.
6518729 Canada Inc.
Guigo Transport GP Inc.
Guigo Transport L.P.
TFI Transport 3 L.P.
CK Logistics GP Inc.
CK Logistics HP L.P. (NU Labrador 49%)
11009915 Canada Inc.
Parrott Freight Services Inc.
11447556 Canada Inc.
Cailer Inc.
TFI Transport 11 Inc.
2801124 Canada Inc.
6586856 Canada Inc.
6422217 Canada Inc.
TFI Transport 17 L.P.
4186397 Canada Inc.
2231599 Alberta Ltd.
TST Solutions L.P.
TransForce Administration Inc.
TFI Transport 1 Inc.
Location Dion Inc.
TFI Transport 4 Inc.
14291581 Canada Inc.
T-Lane Transportation Inc.
Logikit Inc.
G.H.L. Inc.
Contrans Vrac Inc./ Contrans Bulk Inc.
Normandin Transit Inc.
S.G.T. 2000 Inc.
Les Services JAG Inc.
Gestion G. Girard Inc.
Vitran Express Canada Inc.
Southern Express Lines of Ontario Limited
AC Logistics Canada Inc.
Gosal Bulk Transport Inc.
Cavalier Transportation Services Inc.
1040135 Ontario Inc. o.b.a. TTL
Freightline Carrier Systems Inc.
Fleetway Transport Inc.
Direct Service Network Ltd.
Tomoro Trucking Limited
Gunter Transportation Ltd.
Laser Transport Inc.
TFI Transport 2 L.P.
TFI Transport 16 L.P.
TFI Transport 21 L.P.
TFI Transport 14 L.P.
TFI Transport 19 L.P.
TForce US Holdco, Inc. (DE)
TForce TL Holdings USA, Inc. (DE)
TForce Holdings USA, Inc. (DE)
Cavalier Transportation Services Corp. (NY)
Gosal Bulk Transport USA, Inc. (MI)
Piston Tank Corporation (MO)
Freightline Carrier Systems USA, Inc. (TN)
Bulk Transport Company East, Inc. (MO)
TST Expedited Services Inc. (DE)
TForce LSM, LLC (MO)
Laidlaw Carriers Bulk USA, Inc. (TX)
Coterie Investment USA, L.L.C. (TX)
South Shore Transportation Company (OH)
Ho-Ro Trucking Company, Inc. (NJ)
TF TLH USA 1, LLC (DE)
TF TLH USA GP, LLC (DE)
TF TLH USA 3, LLC (DE)
TA Dedicated, Inc. (MN)
TForce Direct, Inc. (DE)
TForce Worldwide, Inc. (DE)
TForce Premier Distribution, Inc. (CA)
TForce Properties, Inc. (DE)
Unity Courier Service, Inc. (CA)
TFH USA 1, LLC (DE)
TFH USA GP, LLC (DE)
TForce Freight, Inc. (VA)
Quik X Transportation (US) Inc. (IL)
Westfreight Holdings (U.S.A.) Inc. (NV)
TForce Logistics, Inc. (DE)
TF Dedicated Logistics, LLC (DE)
TForce Logistics Canada Inc. (Nova Scotia)
TForce Logistics West, LLC (DE)
TForce Logistics East, LLC (DE)
TF TLH Canada Inc.
TF TLH Canada GP Inc.
TF TLH Canada ULC (Nova Scotia)
TF TLH USA LP (DE)
TF TLH USA 2, LLC (DE)
TFH Canada GP Inc.
TFH USA LP (DE)
TFH2 USA LP (DE)
TFH Canada ULC (Nova Scotia)
TFH2 Canada ULC (Nova Scotia)
TFH USA 2, LLC (DE)
TFH2 USA 2, LLC (DE)
Contrans Corp.
Contrans Realty Holdings Inc.
Laidlaw Carriers Bulk GP Inc.
Cornerstone Logistics GP Inc.
Cornerstone Logistics USA GP Inc. (DE)
Contrans Tank Group GP Inc.
Tripar Transportation GP Inc.
Contrans Flatbed Group GP Inc.
Laidlaw Carriers Van GP Inc.
Tripar Transportation USA GP Inc. (DE)
TH-Line Carriers GP Inc.
Tripar Transportation USA LP (NJ)
TH-Line Carriers LP
Cornerstone Logistics USA LP (NY)
Tripar Transportation LP

GENERAL DEVELOPMENT OF THE BUSINESS

The Corporation, through its wholly-owned subsidiaries, operates a transportation business whose origins can be traced back to 1957. In the mid-1990s, after nearly 40 years of operations, the Corporation updated its corporate strategy for the evolving North American transportation market. To this end, in 1996 a new management team led by Mr. Alain Bédard, the Chairman of the Board, President and Chief Executive Officer of the Corporation, was appointed upon the recommendation of the Corporation's then-principal shareholder.

The new management team identified three key objectives for the Corporation: (i) increase revenues from profitable business segments and customers; (ii) strengthen the Corporation's position in the North American transportation market; and (iii) achieve a more balanced revenue mix. To achieve these three objectives, the management team implemented a strategic plan aimed at expanding the Corporation's operations beyond its traditional Less-Than-Truckload ("LTL") base as well as increasing the Corporation's geographic footprint, primarily by entering the trans-border market. The Corporation has carried out its strategic plan, in large part by acquiring profitable and well-managed companies offering services throughout North America in segments of the transportation industry not traditionally served by the Corporation, such as Package and Courier, Truckload ("TL"), Waste Management and Logistics. The Corporation's independent subsidiaries are recognized for their professional expertise. The Corporation continues to carry out this strategy.

As part of the strategic plan, in March 1998, the Corporation entered the trans-border TL business with the acquisition of Entreprises de Transport J.C.G. Inc., which was complemented by the acquisition of Papineau International Transport Inc. in October 1998. The major acquisition of TST Solutions Inc. and its subsidiaries in March 2000 allowed the Corporation to significantly increase its share of the trans-border LTL market and also provided an entry into the specialized transport. A second major acquisition, that of Canpar Transport Ltd. in July 2002, enabled the Corporation to achieve its goal of becoming a full-service transportation provider, by adding Parcel Delivery to its LTL service offering. In 2004, the Corporation made two other major acquisitions: in January 2004, the Corporation completed the acquisition of substantially all of the assets of Canadian Freightways Limited and its associated companies, which increased route density and extended the Corporation's LTL and TL operations across Canada, particularly in the western provinces and in the United States. Canadian Freightways also offers specialized services in the areas of logistics and fleet management, customs brokerage and bonded warehousing and international freight forwarding; and in October 2004, the Corporation completed the acquisition of 3846113 Canada Inc. (Highland Transport), which strengthened the Corporation's presence in the TL transportation sector across Canada.

In February 2005, the Corporation acquired Services Matrec Inc. and its subsidiaries. Services Matrec Inc. specialized in the integrated management of industrial, commercial and residential solid-waste collection and treatment, including waste, recyclable materials, yard waste, construction and demolition materials, and hazardous waste. Services Matrec Inc. was a catalyst for the expansion of the Corporation into a new area, that is, waste management services.

In 2006, the Corporation acquired Kos Corp Oilfield Transportation, Hemphill Trucking Inc. and Streeper Contracting Ltd. These acquisitions provided the Corporation with a solid platform in rig-moving activities. Kos, through its well-established position, served as the foundation for this platform and as a catalyst for future growth within the sector. With the acquisition of Hemphill Trucking Inc. in 2006 and the assets of Speedy Heavy Hauling Inc. in 2010, the Corporation's presence in the United States in this sector grew. The Corporation's expansion into rig-moving services was consistent with its diversification strategy.

In 2007, the Corporation acquired Location Beaudry, Les Consultants en Personnel Logipro 1997 Inc. and MTC Agence de Personnel Inc., introducing a new niche in the Logistics and Other Services sector, namely the leasing of equipment as well as personnel placement services.

In 2009, the acquisition of ATS Andlauer Retail Solutions Division (now known as TForce Integrated Solutions) introduced new services to complement the Corporation's package and courier sector, by offering customized freight transportation solutions adapted specifically for regional and national retail and supply chain customers.

In 2011, the Corporation acquired Dynamex Inc. (now known as TForce Logistics), adding same-day delivery service to existing customers. Furthermore, the combination of the Corporation's existing operations and TForce Logistics constituted a powerful offering to potential new clients. More importantly, incorporating TForce Logistics' services opened doors for the Corporation in the U.S. market.

Also in 2011, the Corporation acquired selected assets of DHL Express (Canada) Ltd ("DHL"), now known as Loomis Express, and concluded a strategic alliance with DHL to offer fully integrated international and domestic shipping services, which enables the Corporation, through DHL, to offer international coverage to its customers.

The acquisition of QuikX Transportation in January 2012, followed by the acquisition of Clarke Transport Inc. and Clarke Road Transport in January 2014 and Vitran Corporation Inc. in March 2014, further enhanced the Corporation's LTL intermodal (over-the-rail) transportation services in Canada.

In 2013 and early 2014, the Corporation ceased its rig-moving activities in Western Canada and disposed of its personnel placement services.

In 2014, the Corporation acquired Transport America, Inc., an important provider of TL transportation and logistics services. This acquisition provided the Corporation with a new presence in the United States TL market.

At the end of 2014, the Corporation also acquired all the shares of Contrans Group Inc., an important player in Specialized TL in Canada.

During 2015, the Corporation ceased its rig-moving activities in the United States.

In February 2016, after 11 years of operations, the Corporation disposed of its Waste Management segment, acquired in 2005.

In October 2016, through the acquisition of Transportation Resources Inc. and its subsidiaries, the Corporation acquired the North American TL operations of XPO Logistics Inc. (now known as CFI), one of the largest service providers of cross-border trucking into Mexico. This acquisition significantly strengthened the Corporation's presence in the North American TL landscape with prominent market positions in domestic U.S. and cross-border Mexico freight.

On February 13, 2020, the Corporation's common shares (the "Common Shares") commenced trading on the New York Stock Exchange in conjunction with the Corporation's marketed offering of Common Shares in the United States and Canada, representing the Corporation's initial public offering in the United States. The Corporation issued a total of 6,900,000 Common Shares, including 900,000 Common Shares following the exercise in full by the underwriters of their over-allotment option, at a price of US$33.35 per share, the equivalent of CA$44.20 per share based on the Bank of Canada exchange rate at the time of pricing, for gross proceeds to the Corporation of US$230,115,000 (approximately CA$305 million). The public offering was conducted through a syndicate of underwriters led by Morgan Stanley, BofA Securities, J.P. Morgan and Credit Suisse as joint lead book-running managers, with RBC Capital Markets and UBS Investment Bank as joint-bookrunners and Cowen, National Bank of Canada Financial, Stephens Inc., Stifel and Wolfe Capital Markets and Advisory as co-managers.

On August 17, 2020, the Corporation completed a second marketed offering of Common Shares in the United States and Canada in which it issued a total of 5,060,000 Common Shares, including 660,000 Common Shares following the

exercise in full by the underwriters of their over-allotment option, at a price of US$43.25 per share, the equivalent of CA$57.32 per share based on the Bank of Canada exchange rate at the time of pricing, for gross proceeds to the Corporation of US$218,845,000 (approximately CA$290 million). The public offering was conducted through a syndicate of underwriters led by Morgan Stanley, BofA Securities, Credit Suisse, Goldman Sachs & Co. LLC and J.P. Morgan, as joint lead book-running managers, with RBC Capital Markets and UBS Investment Bank as joint-bookrunners and Cowen, National Bank of Canada Financial Inc., Stephens Inc., Stifel and Wolfe Capital Markets and Advisory as co-managers.

In November 2020, the Corporation purchased DLS Worldwide, a division of RR Donnelley & Son Company and now operating in the Corporation's logistics segment in the United States under the name TForce Worldwide. This acquisition opened the doors to the US LTL market through the logistics services offered by the division.

On April 30, 2021, the Corporation purchased UPS Ground Freight, Inc. (now TForce Freight, Inc.), the LTL and dedicated TL divisions of United Parcel Service, Inc. (NYSE: UPS) with US$3 billion in revenues in the United States. As a result of this transaction, the LTL networks in the United States and Canada were combined to provide extensive North American coverage, accelerating industrial and e-commerce growth opportunities. This acquisition contributed to a major change in the Corporation's geographic revenue allocation derived from the United States and Canada.

In August 2022, the Corporation disposed of Transportation Resources, Inc., the parent company of CFI's Truckload, Temp Control and Mexican Logistics Businesses (the "CFI Business"). The CFI Business operated primarily in the US-based Conventional TL operating segment of TFI's Truckload segment and provided comprehensive truckload service offerings, including time definite dry-van truckload, long-haul and short-haul freight transportation, reefer transportation and Mexico-based non-asset logistics services. The disposition of the CFI Business resulted in the exiting of TFI from the Mexican market.

Since 1996, the Corporation has acquired more than 200 companies as part of its strategic plan. Among the criteria applied by the Corporation to the acquisition of companies is that such companies be profitable and led by experienced and competent management teams. Once acquired by the Corporation, many of the newly-acquired companies continue to operate as wholly-owned subsidiaries under their original names and management teams. The Corporation continues to carry out this strategy.

As a result of the implementation of its strategic plan, the Corporation is today a leading player in the North American transportation and logistics industry, with total revenue of US$8,8 billion for the fiscal year ended December 31, 2022. The Corporation has a solid financial position with customers covering a broad cross-section of industries. It has 25,836 employees who work in TFI International's different business segments across Canada and the United States. The Corporation offers its clients transportation solutions that are firmly supported by the specialization of its subsidiaries and the competence of its management and employees in their areas of expertise. More than 25 years after the strategic plan was implemented, the Corporation now operates the following reportable segments: (i) Package and Courier; (ii) LTL; (iii) TL; and (iv) Logistics.

As a result of the strategic plan, the Corporation has been able to benefit from and expand its geographic market, as illustrated in the following chart which sets out the geographic breakdown, based on the origin of the service's location, of the Corporation's consolidated revenues for the fiscal year ended December 31, 2022:



Strategic Acquisitions & Dispositions

Acquisitions

During the fiscal year ended December 31, 2022, the Corporation did not make any significant acquisitions nor dispositions.

During the fiscal year ended December 31, 2022, the Corporation made the following non-significant acquisitions:

Name	**Date**	**Operating Segment**
Unity Courier Service, Inc.	March 19	Logistics
South Shore Transportation	May 27	TL
Premium Ventures Inc	June 10	TL
Cedar Creek Express LLC & DDW Transportation, LLC	June 17	TL
Transport St-Amour	July 3	TL
Ho-Ro Trucking Company	July 10	TL
Transport St-Michel Inc.	August 28	TL
Transport Boutin Inc.	September 13	TL
LLL Holdings Inc. (Girton)	September 30	TL
Quévrac Ltée	October 2	TL
T-Lane Transportation Inc.	November 20	TL

Dispositions

During the fiscal year ended December 31, 2022, the Corporation made the following non-significant disposition:

Name	**Date**	**Operating Segment**
Transportation Resources, Inc. (including CFI's Truckload, Temp Control and Mexican Logistics Businesses).	August 31	TL

DESCRIPTION OF THE BUSINESS

The Corporation is a leading player in the transportation and logistics industry. The Corporation believes that, through its operating subsidiaries, it directly services more urban centres than any other carrier in Canada. The Corporation offers its clients transportation solutions that are firmly supported by the specialization of its wholly-owned subsidiaries and the competence of its management and employees in their areas of expertise. The Corporation's scope extends to all of the United States and Canada. The Corporation offers efficient, global solutions to its clientele in the following reportable segments: (i) Package and Courier; (ii) LTL; (iii) TL; and (iv) Logistics. Through internal growth and acquisitions, the Corporation has significantly increased its geographic scope.

The Package and Courier segment offers pickup, transport and delivery of items across Canada and the United States. The LTL segment provides pickup, consolidation, transport and delivery of smaller loads. The TL segment provides full loads carried directly from the customer to the destination using a closed van or specialized equipment to meet customers' specific needs. The TL segment includes expedited transportation, flatbed, tank container and dedicated services as well as TL brokerage. The Logistics segment provides a wide range of asset-light logistics services, including brokerage, freight forwarding and transportation management, as well as small parcel delivery.

Trends

Demand for freight transport is closely linked to the state of the overall economy. Consequently, a change in general economic conditions could impact the Corporation's performance. However, the Corporation's extensive customer base, broad geographic dispersion and participation in four distinct segments are intended to help mitigate the effects of any economic downturn.

Equipment

The Corporation believes it has the largest trucking fleet in Canada and a significant presence in the United States. As at December 31, 2022, the Corporation had 11,442. tractors, 38,091 trailers and 6,905 independent contractors. This compares to 13,384 tractors, 50,091 trailers and 7,524 independent contractors as at December 31, 2021.

Licenses

In Canada, passenger and merchandise road transport licenses are issued by provincial authorities. With respect to interprovincial transport, provincial authorities are delegated the right to issue licenses according to the *Canada Transportation Act.* Provincial authorities exercise control over the issuance, modification and transfer of licenses and govern in a general manner various aspects of license-holders' activities. In the United States, the *Department of Transportation* exercises similar authority. The operating subsidiaries of the Corporation have all the necessary licenses to operate in Canada and the United States, as applicable.

Markets and Distribution

The Corporation has a diverse base of clients operating across a broad cross-section of industries. Due to the breadth of its client base, a downturn in the activities of individual customers or in a particular industry is not expected to have a material adverse effect on the Corporation's operations. In the last several years, the Corporation concluded strategic alliances with other transport companies in North America, in order to offer its customers a network extending across Canada and the United States.

Seasonality of Operations

The activities conducted by the Corporation are subject to general demand for freight transportation. Historically, demand has been relatively stable with the first quarter being generally the weakest in terms of demand. Furthermore, during the harsh winter months, fuel consumption and maintenance costs tend to rise.

Revenues

(in percentages)

During the fiscal years ended December 31, 2022 and 2021, the Corporation's revenues by reportable segment were as follows:

	Fiscal year ended December 31,	
	2022[1]	**2021**[1]
Package and Courier	7%	9%
Less-Than-Truckload (LTL)	45%	39%
Truckload (TL)	28%	30%
Logistics	20%	23%

(1) Including intersegment revenue

Competition

The transportation and logistics industry is fragmented and consists of relatively few large companies and many small companies serving target markets. The target markets are defined by geographical location, point-to-point service location, target customer industries and the type of service provided, such as Package and Courier, LTL, TL and Logistics. The smaller operators typically operate in a highly-specialized yet competitive environment in which the customer may have several alternative carriers available. Many of the large carriers are independent subsidiaries of larger transportation companies and offer a wide variety of freight services on a national basis.

Carriers compete primarily on price and on their ability to provide reliable, efficient and safe transportation services. The Corporation's main competitors are: in the Package and Courier sector, Purolator, UPS and Fedex; in the LTL sector, Old Dominion, SAIA, Arcbest, Yellow and XPO (in the United States), Mullen and Manitoulin Transport Inc. (in Canada); in the TL sector, Trimac Transportation, Challenger Motor Freight, and Bison Transport (in Canada) and Knight-Swift Transportation Holdings Inc., Werner Enterprise, Inc. Schneider National, Inc. and Heniff Transportation Systems (in the United States); and in the Logistics sector C.H. Robinson Worldwide, Inc., Lasership, OnTrac Shipping and Echo Global Logistics.

In addition, the Corporation and other trucking operations must compete with other modes of transportation such as rail, airfreight and maritime transportation. These modes of transportation play an important role in the areas served by the Corporation.

Human Resources

As at December 31, 2022, the Corporation has 25,836 employees who work in TFI International's different business segments across Canada and the United States. This compares to 29,539 employees as at December 31, 2021. The Corporation considers that it has a relatively low turnover rate (except in U.S. TL) among its employees and that employee relations are very good for its industry. A number of these employees are subject to collective agreements. The Corporation ensures that a number of programs for driver training and client service are maintained. In conjunction with the continuous investments in new technologies, such as the use of on-board computers, the Corporation has extended its employee training programs to maximize the use of such technological tools. These initiatives are

designed to ensure the quality of services provided to the Corporation's clientele while enabling it to better control its labour costs. The Corporation also works to ensure the successful integration and training of the employees of any newly-acquired businesses, as applicable.

Environmental Matters

The operations and properties of the Corporation are subject to environmental laws and requirements in both Canada and the United States relating to, among other things, air emissions and the management of contaminants.

The Corporation has adopted sustainable measures to reduce energy waste in its day-to-day operations, such as investing in new technology to reduce the consumption of fuel by its trucks and converting a portion of its fleet to propane. Also, some of the Corporation's most recent buildings were built with the LEED certification for their high energy efficiency and their design, which together reduce the consumption of energy and therefore, operating costs.

A risk of environmental liabilities is inherent in transportation operations, the historic activities associated with such operations, as well as the ownership, management and control of real estate.

The cargo carried by the Corporation in its freight-transportation operations can be classified as either non-regulated freight or regulated freight such as hazardous materials and environmentally-regulated waste. Strict parameters must be met before the Corporation and the individual drivers are permitted to transport regulated freight. This involves specific insurance requirements, training programs and registration permits with the various provinces and states in which the Corporation operates.

A number of the Corporation's terminals provide full maintenance service and fuel facilities. Each terminal has a series of operational systems that have been implemented to control environmental impact relating to its specific operation.

In 2021, the Corporation appointed a Vice-President, Environment, whose duties include the following:

- Lead, manage and audit company programs designed to provide environmental protection and ensure compliance with applicable environmental laws in Canada and the United States.
- Validate due diligence processes related to TFI International's acquisitions.
- Evaluate and identify environmental risks related to acquisitions during the due diligence process.
- Participate in the due diligence process related to sales by TFI International of properties or divisions.
- Development and implementation of corporate environmental policies and procedures.
- Development of risk communication, environmental education/training programs and other initiatives that have a positive impact on environmental programs, strategies and culture.

In 2022, the environmental department of TFI International did the following, among other things:

- Completed environmental property assessments prior to acquisitions and sales of businesses and real estate.
- Conducted environmental remediation at sites impacted by historic environmental impairment (e.g., old fuel tanks, hydraulic hoists, and unknown underground infrastructure.)
- Primarily managed the environmental aspects of TFI International's acquisition of UPS Freight and subsequent remediation projects.
- Constructed the foundation of a management system to monitor and track environmental compliance across TFI International's properties and business units.

For 2022, the environmental management by the Corporation did not require significant expenditures to ensure compliance of its ongoing operations or for material remediation of any environmental matter. The Corporation does

not expect that environmental protection requirements will have a material effect on its capital expenditures, profit or loss or competitive position during the 2023 fiscal year.

Trademarks

The Corporation had a total of 113 applied-for or registered trademarks in Canada and the United States as at December 31, 2022, of which 83 are for use in Canada and 30 are for use in the United States. Of the foregoing trademarks, the most important are: (i) “TFI International”, “TransForce” and “a TransForce Company” in Canada and “a TFI International Company” in Canada and the United States; (ii) “Kingsway” in Canada; (iii) “TST” family of trademarks in Canada; (iv) “Quik X” family of trademarks in Canada and the United States; (v) “ICS Courier” in Canada; (vi) “Canpar” family of trademarks, including “Canpar Courier”, in Canada; (vii) “TForce” family of trademarks in Canada and the United States, including “TForce Freight”; (viii) “Loomis Express” in Canada; (ix) “TF Dedicated” in the United States; (x) “Vitran” family of trademarks in Canada and the United States, including “Vitran Express”; (xi) “Contrans” in Canada; and (xii) “Canadian Freightways” family of trademarks in Canada. In addition, the Corporation uses a number of unregistered trademarks. The Corporation re-evaluates its intellectual property portfolio on a regular basis and, in this regard, may deem it advisable to register additional trademarks in the future.

RISK FACTORS

The Corporation’s future results may be affected by a number of uncertainties and risk factors, over many of which the Corporation has little or no control. These uncertainties and risk factors, among others, are discussed in the Corporation’s annual MD&A for the fiscal year ended December 31, 2022, specifically under the heading “Risks and Uncertainties”, which section is incorporated by reference herein. These uncertainties and risk factors should be considered in evaluating the Corporation’s business and growth outlook. The Corporation’s annual MD&A for the fiscal year ended December 31, 2022 is available under the Corporation’s profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

DIVIDENDS

The Corporation cannot declare or pay a dividend if it is in default, or if the payment of a dividend would cause the Corporation to be in default, under its current credit facilities.

The Corporation’s dividend policy consists of distributing 15% to 30% of its annualized free cash flow from continuing operations every year as dividends to shareholders on a quarterly basis. The Board of Directors has determined that this level of distribution will allow the Corporation to maintain sufficient financial resources and flexibility to execute its operating and disciplined acquisition strategies, while providing an adequate return on shareholders’ capital. The Board of Directors may also, at its discretion and at any time, change the amount of dividends distributed and/or elect not to distribute a dividend, whether as a result of a one-time decision or a change in the dividend policy.

The dividend is payable quarterly on the 15th day following the end of each quarter to shareholders of record as of the last trading day of such quarter. The following dividends (per common share) were declared for the 2022, 2021 and 2020 fiscal years:

	Fiscal year ended December 31,		
	2022	**2021**	**2020**
	In USD[1]	**In USD**[1]	**In USD**[1]
First Quarter	$0.27	$0.23	$0.19
Second Quarter	$0.27	$0.23	$0.19
Third Quarter	$0.27	$0.23	$0.20
Fourth Quarter	$0.35	$0.27	$0.23

(1) Beginning with the first quarter of 2021, dividends are declared and paid in USD. All amounts shown in the table above are in USD. The amounts of the dividends declared and paid in 2020 were converted from CAD to USD as at the dates on which the respective dividends were announced based on the applicable Bank of Canada exchange rate.

DESCRIPTION OF CAPITAL STRUCTURE

The Corporation is authorized to issue an unlimited number of Common Shares and preferred shares, issuable in series. As at December 31, 2022, there were 86,539,559 Common Shares and no preferred shares issued and outstanding.

Common Shares

The Common Shares entitle the holders thereof to one vote per share. The holders of the Common Shares are entitled to receive any dividend declared by the Corporation on the Common Shares. Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation upon its dissolution, liquidation or winding-up.

Preferred Shares

The preferred shares may be issued in one or more series, with such rights and conditions as may be determined by resolution of the directors, which shall determine the designation, rights, privileges, conditions and restrictions to be attached to the preferred shares of such series. There are no voting rights attached to the preferred shares except as prescribed by law. In the event of the liquidation, dissolution or winding-up of the Corporation, or any other distribution of assets of the Corporation among its shareholders, the holders of the preferred shares of each series are entitled to receive, in priority over the Common Shares and any other shares ranking junior to the preferred shares of the Corporation, an amount equal to the redemption price for such shares plus an amount equal to any dividends declared thereon but unpaid and no more. The preferred shares of each series are also entitled to such other preferences over the Common Shares and any other shares ranking junior to the preferred shares as may be determined as to their respective series authorized to be issued. The preferred shares of each series shall be on a parity basis with the preferred shares of every other series with respect to payment of dividends and return of capital. There are no preferred shares currently issued and outstanding.

MARKET FOR SECURITIES

The Common Shares are listed on the Toronto Stock Exchange and on the New York Stock Exchange under the symbol “TFII”. The Common Shares are included in the S&P/TSX Equity, Capped Equity, Equity Completion and Equity SmallCap Indices.

The table below sets out the price ranges and total volume of Common Shares traded on the**Toronto Stock Exchange** on a monthly basis during the fiscal year ended December 31, 2022.

Month	High	Low	Volume
January	CAD 142.00	CAD 114.62	# 11,075,482
February	140.36	121.86	8,750,765
March	140.82	115.26	10,744,748
April	134.75	99.47	14,404,304
May	110.49	96.72	9,646,925
June	108.04	93.63	8,505,517
July	128.24	101.43	8,312,100
August	140.39	126.36	9,437,154
September	138.66	122.04	7,598,988
October	137.21	117.42	7,517,498
November	146.31	122.30	7,396,609
December	148.94	133.66	4,750,038

The table below sets out the price ranges and total volume of Common Shares traded on the**New York Stock Exchange** on a monthly basis during the fiscal year ended December 31, 2022.

Month	High	Low	Volume
January	USD 112.49	USD 90.57	# 4,543,434
February	110.58	96.12	5,674,051
March	112.25	89.74	4,968,591
April	107.51	78.37	8,013,814
May	86.43	75.37	5,697,440
June	86.23	71.63	4,225,540
July	100.12	78.87	5,028,133
August	109.03	98.04	6,147,806
September	106.71	89.85	4,594,709
October	100.99	85.86	5,642,177
November	108.83	88.82	6,763,238
December	109.81	98.32	3,931,949

DIRECTORS AND OFFICERS

The following table sets out the name, city, province or state and country of residence, position held with the Corporation and principal occupation of each person who is a director of the Corporation as of the date hereof and the year in which the person became a director. Except as otherwise indicated, each person has held his or her principal occupation for the last five years. Each of the directors has been elected to serve until the next annual meeting of shareholders of the Corporation.

Name, City, Province/State and Country of Residence	Position with the Corporation	Principal Occupation	Principal Occupation within the Preceding Five Years	First Year as Director of the Corporation (or its predecessor)
Leslie Abi-Karam[3] Palm Beach Gardens, Florida, USA	Director	Corporate Director	—	2018
Alain Bédard, FCPA Lac Brome, Québec, Canada	Director, Chairman of the Board of Directors, President and Chief Executive Officer	President and Chief Executive Officer of the Corporation	—	1993
André Bérard[2][3][4] Montreal, Québec, Canada	Lead Director	Corporate Director	—	2003
William T. England[1] Burr Ridge, Illinois, USA	Director Chairman of the Audit Committee	Corporate Director	—	2020
Diane Giard[1] Shefford, Québec, Canada	Director	Corporate Director	Prior to July 2018, Executive Vice-President, National Bank of Canada	2018
Debra Kelly-Ennis[1] Palm Beach Gardens, Florida, USA	Director	Corporate Director	—	2017
Neil D. Manning[2][3] Edmonton, Alberta, Canada	Director Chairman of the Corporate Governance and Nominating Committee	Corporate Director	—	2013
John Pratt Kenilworth, Illinois USA	Director	Corporate Director	—	2022

Name, City, Province/State and Country of Residence	Position with the Corporation	Principal Occupation	Principal Occupation within the Preceding Five Years	First Year as Director of the Corporation (or its predecessor)
Joey Saputo[(2)] Montreal, Québec, Canada	Director Interim Chairman of the Human Resources and Compensation Committee	President of Arbec Forest Products Inc. and Groupe Hôtelier Grand Chateau Inc.; Chairman of Groupe Remabec (forestry), Bologna FC 1909 and CF Montréal; and board member of Major League Soccer	Prior to January 2019, President of CF Montréal and Stade Saputo	1996
Rosemary Turner[(2)] Las Vegas, Nevada, USA	Director	Corporate Director	—	2020

(1) Member of the Audit Committee.
(2) Member of the Human Resources and Compensation Committee.
(3) Member of the Corporate Governance and Nominating Committee.
(4) Interim member of the Audit Committee

The following table sets out, for each person who is an officer of the Corporation as of the date hereof (with the exception of the Chairman of the Board of Directors, President and Chief Executive Officer included in the table above), his or her name, city, province or state and country of residence and position held with the Corporation. In each case, the principal occupation of the officer is as set out under “Position with the Corporation”. Except as otherwise indicated, each officer has held his or her principal occupation for the last five years.

Name, City, Province/State and Country of Residence	Position with the Corporation	Principal Occupation within the preceding five years
David Saperstein, MBA, BA Palm Beach Gardens, Florida, USA	Chief Financial Officer	Prior to January 2019, Vice-President, Mergers and Acquisitions of the Corporation
Kal Atwal, CPA, CMA Caledon, Ontario, Canada	Executive Vice-President	Prior to July 2019, President of TForce Logistics Canada and AC Logistics Canada
Steven Brookshaw, CPA, CMA Mount Pleasant, Ontario, Canada	Senior Executive Vice-President	Prior to 2023, Executive Vice-President of the Corpoporation and prior to 2018, Vice-President of Flatbed Operations of Contrans Group
Kristen Fess Vittoria, Ontario, Canada	Executive Vice-President	Prior to 2023, Senior Vice President of Contrans Flatbed Group

Name, City, Province/State and Country of Residence	Position with the Corporation	Principal Occupation within the preceding five years
Rick Hashie Streetsville, Ontario, Canada	Executive Vice-President	—
Robert McGonigal Aurora, Ontario, Canada	Executive Vice-President	—
Junior Roy St-Augustin de Desmaures, Québec, Canada	Executive Vice-President	Prior to 2021, President of JCG Group, and prior to 2020, President of Kingsway Bulk
Christopher Traikos Gormley, Ontario, Canada	Executive Vice-President	Prior to 2021, President of Vitran Express
Daniel Auger, ENG, MBA Laval, Québec, Canada	Chief Information Officer	Prior to 2022, Vice-President, Information Technology of the Corporation
Norman Brazeau Ste-Thérèse, Québec, Canada	Vice-President, Real Estate	Prior to 2021, Director, Property Management and Vice-President and General Manager of TLS
Daniel Chevalier, CPA Laval, Québec, Canada	Vice President, Finance, Operational Reporting	Prior to January 2019, Director, Finance – Operational Support of the Corporation
Patrick Croteau, CPA Kirkland, Québec, Canada	Vice-President, Finance & Control	Prior to January 2019, Corporate Controller of the Corporation
Johanne Dean Lac Brome, Québec, Canada	Vice-President, Marketing & Communications	—
Sylvain Desaulniers, CIRC Montreal, Québec, Canada	Vice-President, Human Resources	—
Paul Freund, Austin, Texas, USA	Vice-President, Information Technology Security	From April to October 2022, Cybersecurity Consultant for Brinks, Inc., prior to April 2022, Director of Cybersecurity and GRC and acting Global CISO for Wesco Aircraft Hardware Corp. and prior to 2019, Director of Information and acting CISO for North America and Europe for NCInteractive, LLC.
Josiane M. Langlois, LL.M. Beaconsfield, Québec, Canada	Vice-President, Legal Affairs & Corporate Secretary	—

Name, City, Province/State and Country of Residence	Position with the Corporation	Principal Occupation within the preceding five years
Sylvain Lemay, CPA Montreal, Québec, Canada	Vice-President, Information Technology	Prior to 2023, Director IT ERP and Architecture
Chantal Martel, LL.B. Saint-Lazare, Québec, Canada	Vice-President, Insurance & Compliance	—
Suri Musiri, MBA, CIA Naperville, Illinois, USA	Vice-President, Internal Audit	Prior to 2022, Vice President, Internal Audit at Echo Global Logistics
Bill Preece Kitchener, Ontario, Canada	Vice-President, Environment	Prior to 2021, Director of Business Development, Regulated Materials of Contrans Group
Martin Quesnel, CPA Boucherville, Québec, Canada	Vice-President, Finance	—
Ken Tourangeau, CPA Laval, Québec, Canada	Vice-President, Tax	Prior to January 2020, Executive Vice President and prior to January 2019, Vice-President, Finance and Control of the Corporation

As at December 31, 2022, the directors and executive officers of the Corporation, as a group, beneficially owned or otherwise exercised control or direction over, directly or indirectly, an aggregate of 5,103,761 Common Shares, representing approximately 5.9% of the issued and outstanding Common Shares.

To the knowledge of the Corporation, none of the foregoing directors or executive officers of the Corporation (and with respect to (b) and (c) below, none of the shareholders of the Corporation holding a sufficient number of Common Shares to affect materially the control of the Corporation):

(a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:

(i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “Order”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

(ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

(b) is, or within the last ten years has been, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his, her or its assets.

To the knowledge of the Corporation, none of the foregoing directors or executive officers of the Corporation and none of the shareholders of the Corporation holding a sufficient number of Common Shares to affect materially the control of the Corporation, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the knowledge of the Corporation, no director or officer of the Corporation or any of its subsidiaries has an existing or potential material conflict of interest with the Corporation or any of its subsidiaries.

AUDIT COMMITTEE

Audit Committee Charter

The Audit Committee charter is annexed as Schedule A to this annual information form.

Audit Committee Composition

The Audit Committee is composed of four members, namely William T. England, Chairman, André Bérard (interim member), Debra Kelly-Ennis and Diane Giard. In the opinion of the Board of Directors of the Corporation, each member of the Audit Committee is independent and financially literate within the meaning of National Instrument 52-110 *Audit Committees*.

Relevant Education and Experience

In the opinion of the Board of Directors of the Corporation, each member of the Audit Committee has a good command of generally accepted accounting principles and has the ability to understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. This section describes at greater length how these members acquired their financial literacy.

William T. England is a retired partner of PricewaterhouseCoopers (PwC), where he held various executive positions.

André Bérard is a Corporate Director and Lead Director.

Debra Kelly-Ennis is the former President and CEO of Diageo Canada. She held executive leadership positions with General Motors Corporation, Gerber Foods Company, RJR/Nabisco, Inc. and The Coca-Cola Company Foods Division.

Diane Giard retired as Executive Vice President of the National Bank of Canada in 2018. Before joining the National Bank of Canada, she held different management positions at Scotia Bank.

Pre-approval Policies and Procedures for Non-Audit Services

The Audit Committee has adopted in its charter, a specific policy and procedure for the engagement of non-audit services.

External Auditor Service Fees (by Category)

The aggregate amounts paid or accrued by the Company with respect to fees payable to KPMG LLP, the auditors of the Company, for audit, audit-related, tax and other services in the years ended December 31, 2022 and 2021 were as follows:

	Year ended December 31,	
	2022	**2021**
	In US$[4]	
Audit Fees[1]	$ 2,683,499	$ 2,997,049
Audit-Related Fees[2]	$ 382,553	$ 2,817
Tax Fees[3]	$ 0	$ 39,774
All Other Fees	$ 0	$ 0
TOTAL	$ 3,066,052	$ 3,039,640

(1) Audit fees for 2022 and 2021 include fees related to the audit of the annual financial statements, the reviews of the interim financial statements and the audit of internal controls over financial reporting. Audit fees also include fees for any prospectus related work.

(2) 2022 and 2021 Audit-Related Fees are for an audit of a special report for the Québec Commission des normes, de l'équité, de la santé et de la sécurité du travail (CNESST) and 2022 fees also include carve-out work related to the disposition of CFI and due diligence services.

(3) No tax fees for 2022. Tax Fees for 2021 consist of tax compliance, including assistance with the preparation and review of tax returns, and other tax advisory services related to domestic and international taxation.

(4) The amounts in the table above are shown in USD based on the average exchange rate of the Bank of Canada for the years 2022 and 2021 respectively, namely:

Currency	**2022**	**2021**
Euro	-	1.4828
Mexican peso	-	0.06181
CAD	0.7685	0.7978

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Management of the Corporation is not aware of any material litigation outstanding, threatened or pending as of the date hereof by or against the Corporation other than in the normal course of business.

During the fiscal year ended December 31, 2022, the Corporation was not subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority;

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or

(c) any settlement agreements entered into before a court relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No directors or executive officers of the Corporation, and no person or corporation that is the beneficial owner of, or who exercises control or direction over, directly or indirectly, more than 10% of the Corporation's shares or any of their respective associates or affiliates, has or has had a material interest, direct or indirect, in any transaction, whether proposed or concluded, which had, or may have, a material effect on the Corporation or its subsidiaries within the three most recently-completed financial years or during the current financial year.

TRANSFER AGENTS AND REGISTRARS

The transfer agents and registrars for the Common Shares are Computershare Trust Company of Canada at its principal offices in Montreal, Québec and Toronto, Ontario and Computershare Trust Company, N.A. at its principal offices in Canton, Massachusetts.

MATERIAL CONTRACTS

No contract, other than contracts entered into in the ordinary course of business, considered material to the Corporation has been entered into during its last fiscal year.

NAME AND INTERESTS OF EXPERTS

KPMG LLP prepared the Independent Auditors' Report with respect to the Corporation's consolidated financial statements for the years ended December 31, 2022 and 2021.

KPMG LLP are the auditors of the Corporation and have confirmed with respect to the Corporation that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable Canadian legislation or regulations and are independent accountants with respect to the Corporation under all relevant U.S. professional and regulatory standards.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness (if any), principal holders of the Corporation's securities, options to purchase securities and interests of insiders in material transactions, if applicable, is contained in the Corporation's Management Proxy Circular in respect of the annual meeting of shareholders held on April 25, 2022.

Additional financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis relating thereto for the fiscal year ended December 31, 2022. These documents, as well as additional information relating to the Corporation, including any of the Corporation's news releases, are also available on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

Schedule A



Audit Committee Charter
Revised July 2021

PURPOSE

The primary function of the Audit Committee (the "**Committee**") of TFI International Inc. (the "**Corporation**") is to assist the Board of Directors (the "**Board**") in fulfilling its oversight responsibilities by reviewing with its auditors: (a) the financial reports and other financial information provided by the Corporation to any governmental body or the public, being understood that the financial statements are the responsibility of management and that the Committee's role is solely to assist the Board in fulfilling its oversight responsibilities; (b) the Corporation's systems of internal controls regarding finance and accounting that management and the Board have established; and (c) the Corporation's auditing, accounting and financial reporting processes generally.

All of the requirements in this Charter are qualified by the understanding that the role of the Committee is to act in an oversight capacity and is not intended to require a detailed review of the work performed by the external auditors unless specific circumstances are brought to its attention warranting such a review.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the external and internal auditors as well as anyone in the organization. The Committee has the ability to retain, at the Corporation's expense, specific advisors, consultants or experts it deems necessary in the performance of its duties.

COMPOSITION

The Committee shall be composed of three or more Directors as determined by the Board. All members of the Committee must be independent (must be free of any relationship to the Corporation that may interfere with the exercise of their independence from management and the Corporation) in accordance with subsection 3.1 (3) of Regulation 52-110 concerning audit committees (the "***Independence Standards***").

All members of the Committee must be financially literate and shall possess an understanding of financial statements, including balance sheet, income statement and cash flow statement or be able to do so within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall have accounting or related financial management expertise, as the Board, in its business judgment, interprets such qualification.

The members of the Committee shall be appointed by the Board at the annual or any regular meeting of the Board. The members of the Committee shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. The Chair of the Committee shall be appointed by the Chairman of the Board. If a Chair is not elected by the full Board or is not present at a particular meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership in attendance.

MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee should meet at least annually with management, the internal and external auditors and as a Committee, in separate executive sessions, to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee, or at least the Chair, should meet with the external auditors and management quarterly, either in person or telephonically, to review the Corporation's interim financial statements. The Committee Chair shall prepare and/or approve the agenda in advance of each meeting.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall perform the following:

Documents/Reports Review

a) Review and reassess the adequacy of this Charter at least annually.

b) Review and discuss with management and the external auditors the Corporation's annual audited financial statements, quarterly financial results, Management Discussion and Analysis ("**MD&A**") and draft audit related disclosures for proxy statements before the Corporation publicly discloses this information. This review and discussion should encompass the results of the audit, including significant issues regarding accounting principles, practices and judgments.

The Chair of the Committee may represent the entire Committee for purposes of this review, in case of emergency in the event the Committee is unable to meet.

c) Review and discuss with management all significant issues surrounding corporate risk including insurance coverage, derivatives, information systems and cybersecurity, stress testing and environmental issues as required.

d) Develop and review on an annual basis, or more frequently if appropriate, a Whistle Blower Policy and ensure that such policy is appropriate for the Corporation and complies with the applicable laws, regulations, and listing standards, and to recommend any changes as necessary to the Board. Upon the adoption of such rules, the Committee will oversee their enforcement.

e) Review on an annual basis the Corporation pension plans performance.

External Auditors

a) Recommend to the Board the selection of external auditors, considering independence and effectiveness and approve the fees and other compensation to be paid to the external auditors.

b) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;

c) Make clear that the external auditors for the Corporation are ultimately accountable to the Committee and the Board, that the Committee and Board have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the external auditors or to nominate the external auditor to be proposed for Shareholder approval in any proxy statement.

d) Require the external auditors to submit on a periodic basis (but at least annually) to the Committee a formal written statement in accordance with the *Independence Standards* delineating all relationships between them and the Corporation, actively engage in a dialogue with them with respect to any disclosed relationships or services that may impact their objectivity and independence, and recommend that the Board take appropriate action in response to the report of the external auditors to satisfy itself of the external auditors' independence.

e) Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant.

f) Discuss with the external auditors their audit plan.

g) Review and approve in advance all non-audit services performed by the Corporation's duly appointed external auditing firm. Notwithstanding the foregoing:

i) the audit committee may delegate to the chairman of the committee, the authority to pre-approve non-audit services to be performed by the Corporation's duly appointed audit firm. The pre-approval of such non-audit services by chairman to whom authority has been delegated must thereafter be presented to the audit committee at its first scheduled meeting following such pre-approval.

ii) if the amount to be paid by the Corporation to the Corporation's duly appointed external auditing firm is less than seventy-five thousand dollars (CA$75,000) for each specific mandate, up to an aggregate annual amount of all the non-audit services not more than One Hundred Fifty Thousand Dollars (CA$150,000), such non-audit services are deemed to be pre-approved by the committee if they are approved by the Chairman of the committee and provided that the services are promptly brought to the attention of the Committee at its first scheduled meeting following such non-audit services are given.

iii) the following non-audit services are strictly prohibited and shall in no circumstance be performed by the Corporation's duly appointed external auditing firm:

Bookkeeping or other services related to the Corporation's accounting records or financial statements;
Financial information systems design and implementation;
Appraisal or valuation services for financial reporting purposes;
Actuarial services for items recorded in the financial statements;
Internal audit outsourcing services;
Management functions;
Human resources;
Certain corporate finance and other services;
Legal services;
Certain expert services unrelated to the audit.

h) Resolution of disagreements between management and external auditors;

Internal Audit

a) Review and concur in the appointment, replacement, reassignment or dismissal of the director of internal audit.

b) Confirm and assure the independence of the internal auditor.

c) Evaluate, in consultation the director of internal auditing, the audit scope and role of internal audit.

d) In consultation with management and the external auditors, evaluate the effectiveness and independence of the Corporation's internal audit function including the reporting relationship to the Committee and the compliance with the Committee charter.

e) Review with the director of internal audit and management, the audit plan, activities, staffing and organizational structure of internal audit.

Financial Reporting Processes

a) In consultation with management and the external auditors, consider the integrity of the Corporation's financial reporting processes and controls and whether such controls are adequate. The Committee must be satisfied that the adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements (other than the Corporation's financial statements, MD&A and annual and interim profit or loss press releases), and periodically assess the adequacy of those procedures.

b) Discuss significant financial reporting issues including off balance sheet arrangements and/or special purpose entities and the steps management has taken to monitor, control and report such issues.

c) Review significant findings prepared by the external auditors together with management's response.

d) Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors.

e) Review the annual budget on an annual basis.

f) Review and recommend the proposed dividend payouts on a quarterly basis.

g) Discuss with the external auditors their judgments about the quality, not just the acceptability, of the Corporation's accounting principles as applied in its financial reporting.

h) Based on the review and discussions referred to previously, recommend to the Board that the audited financial statements be included in the Corporation's Annual Report.

i) Prepare a report of the Committee to be included in the Corporation's Proxy Circular for its Annual Meeting.

Other

a) The Committee will establish procedures for the receipt, retention and treatment of any complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.

b) The Committee will review the accounting principles and practices.

c) The Committee will establish procedures for the confidential, anonymous submission by the employees of the Corporation of concerns regarding questionable accounting or auditing matters.

d) Nothing in this Charter will, or be deemed to, decrease or modify any manner adverse to any member of the Committee, such member's right to rely on statements and certifications made by Corporation's officers, employees, agents, counsel, experts and auditors.

e) Nothing in this charter will, or will be deemed to, adversely affect in any manner the rights of members of the Committee to indemnification and advancement of expenses under the Corporation's By-Laws or under any contract, agreement, arrangement or understanding benefiting such member.

f) Notwithstanding any other provision of this Charter, no provision of this Charter will, except to the extent required by applicable law, rule or regulation, be construed to create any duty, liability or obligation on the part of the Committee or its members.

The Committee relies on the expertise and knowledge of management and the public accounting firm in carrying out its oversight responsibilities. Management of the Corporation is responsible for determining that the Corporation's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The public accounting firm is responsible for auditing the Corporation's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete, accurate and are in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations of the Corporation's internal policies, procedures or controls.

Exhibit 99.2



CONSOLIDATED FINANCIAL STATEMENTS

For the years ended
December 31, 2022 and 2021

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TFI International Inc.

Consolidated Financial Statements

Years ended December 31, 2022 and 2021

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of TFI International Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of TFI International Inc. (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the years ended December 31, 2022 and 2021, and the related notes (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years ended December 31, 2022 and 2021, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 22, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These *consolidated* financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or

complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Evaluation of the fair value measurement of land and buildings acquired in the UPS Ground Freight Inc. acquisition

As discussed in Notes 5(a) and 5(d) to the consolidated financial statements, on April 30, 2021, the Company completed the acquisition of UPS Freight, the less-than-truckload and dedicated truckload divisions of United Parcel Service, Inc. As a result of the business combination, the Company acquired, amongst other assets, land and buildings with a final fair value of $859.2 million. The fair value of land and buildings was determined by management using the market comparison technique and cost technique. The valuation model considers market prices for comparable sites, when available, and considers depreciated replacement cost, which reflects adjustments for physical deterioration, when appropriate. Significant inputs included market prices for comparable sites and average rebuild cost. In fiscal 2022, adjustments were made to the provisional amounts which recasted the amounts recorded in fiscal 2021. A final bargain purchase gain in the amount of $283.6 million was recognized in the statement of income for the year ended December 31, 2021.

We identified the evaluation of the final fair value measurement of land and buildings acquired in the UPS Freight acquisition as a critical audit matter. There was a high degree of subjectivity that required significant auditor judgement in evaluating the market prices for comparable lands and average rebuild costs for comparable depreciated buildings. Additionally, the procedures required use of professionals with specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the update of the valuation process of the land and buildings to finalize the provisional amounts. For a sample of land and building items, we compared the market prices used by management to external market data for comparable items. We involved valuation professionals with specialized skills and knowledge, who assisted in evaluating the valuation methods and certain assumptions used in the determination of the land and buildings final fair value measurements.

Assessment of the self-insurance provisions

As discussed in Note 17 to the consolidated financial statements, the Company has $96.3 million of self-insurance provisions as of December 31, 2022. As discussed in Note 3(l), self-insurance provisions represent the uninsured portion of outstanding claims at year-end. The provision represents an accrual for estimated future disbursements associated with the self-insured portion for claims filed at year-end and incurred but not reported related to cargo loss, bodily injury, worker's compensation and property damages. The estimates are based on the Company's historical experience including settlement patterns and payment trends.

We identified the assessment of the self-insurance provisions as a critical audit matter. Significant auditor judgment was required to evaluate the amounts that will ultimately be paid to settle these claims. Significant assumptions that affected the estimated provisions included the consideration of historical claim experience, severity factors affecting the amounts ultimately paid which are used to determine the loss development patterns, and current and expected levels of cost per claims which are used to determine expected loss ratios. Additionally, the provisions included estimates for claims that have been incurred but have not been reported, and specialized skills and knowledge were needed to evaluate the actuarial methods and assumptions used to assess these estimates.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the reconciliation and monitoring of its self-insurance provision. For claims for which the estimate is determined using actuarial methods, which included claims incurred but not reported, we involved actuarial professionals with specialized skills and knowledge, who assisted in:

- comparing the Company's actuarial reserving methods with generally accepted actuarial standards;
- evaluating assumptions used in determining the provisions, including the loss development pattern and the expected loss ratios;
- developing an expected range of the provisions, including for claims incurred but not reported, by applying actuarial methods and assumptions to the Company's data and comparing to the Company's estimated provisions.

For claims for which the estimate is not determined using actuarial methods, for a selection of claims, we confirmed with the Company's external counsel regarding the Company's evaluation of claims and any excluded claims.

/s/ KPMG LLP

We have served as the Company's auditor since 2003.

Montréal, Canada

February 22, 2023

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors TFI International Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited TFI International Inc.'s (the "Company") internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial position of the Company as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the years ended December 31, 2022 and 2021, and the related notes (collectively, the "consolidated financial statements"), and our report dated February 22, 2023 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the

"Management's Annual Report on Internal Controls over Financial Reporting" section in the Company's Management's Discussion and Analysis. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation 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.

/s/ KPMG LLP

Montréal, Canada

February 22, 2023

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TFI International Inc.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2022 AND 2021

(in thousands of U.S. dollars)	Note	As at December 31, 2022	As at December 31, 2021*
Assets			
Cash and cash equivalents		**147,117**	19,292
Trade and other receivables	7	**1,030,726**	1,056,023
Inventoried supplies		**24,181**	24,402
Current taxes recoverable		**12,788**	6,080
Prepaid expenses		**38,501**	54,518
Assets held for sale		**10,250**	1,943
Current assets		**1,263,563**	1,162,258
Property and equipment	9	**2,131,955**	2,455,141
Right-of-use assets	10	**381,640**	398,533
Intangible assets	11	**1,592,110**	1,792,921
Investments	12	**85,964**	31,391
Employee benefits	16	**4,359**	-
Other assets		**19,192**	13,724
Deferred tax assets	18	**27,047**	29,695
Non-current assets		**4,242,267**	4,721,405
Total assets		**5,505,830**	5,883,663
Liabilities			
Trade and other payables	13	**708,768**	861,908
Current taxes payable		**41,714**	16,552
Provisions	17	**43,903**	39,012
Other financial liabilities		**19,275**	10,566
Long-term debt	14	**37,087**	363,586
Lease liabilities	15	**115,934**	115,344
Current liabilities		**966,681**	1,406,968
Long-term debt	14	**1,278,670**	1,244,508
Lease liabilities	15	**297,105**	313,862
Employee benefits	16	**-**	68,037
Provisions	17	**131,736**	108,145
Other financial liabilities		**382**	8,033
Deferred tax liabilities	18	**368,186**	423,755
Non-current liabilities		**2,076,079**	2,166,340
Total liabilities		**3,042,760**	3,573,308
Equity			
Share capital	19	**1,089,229**	1,133,181
Contributed surplus	19, 21	**41,491**	39,150
Accumulated other comprehensive income		**(233,321)**	(144,665)
Retained earnings		**1,565,671**	1,282,689
Total equity		**2,463,070**	2,310,355
Contingencies, letters of credit and other commitments	27		
Subsequent events	29		
Total liabilities and equity		**5,505,830**	5,883,663

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d)) and for change in presentation (see note 12).

The notes on pages 6 to 49 are an integral part of these consolidated financial statements.

On behalf of the Board:

/s/ Alain Bédard — Director
Alain Bédard

/s/ André Bérard — Director
André Bérard

TFI International Inc.

CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021

(In thousands of U.S. dollars, except per share amounts)	Note	2022	2021*
Revenue		**7,357,064**	6,468,785
Fuel surcharge		**1,455,427**	751,644
Total revenue		**8,812,491**	7,220,429
Materials and services expenses	22	**4,592,191**	3,815,453
Personnel expenses	23	**2,362,856**	1,974,081
Other operating expenses		**492,291**	380,342
Depreciation of property and equipment	9	**248,638**	225,007
Depreciation of right-of-use assets	10	**126,276**	112,782
Amortization of intangible assets	11	**55,679**	55,243
Gain on sale of business	6	**(73,653)**	-
Bargain purchase gain	5	**-**	(283,593)
Gain on sale of rolling stock and equipment		**(59,661)**	(24,644)
Gain on derecognition of right-of-use assets		**(210)**	(1,282)
(Gain) loss on sale of land and buildings		**(43)**	19
Gain on sale of assets held for sale		**(77,911)**	(12,209)
Loss on disposal of intangible assets		**-**	1
Total operating expenses		**7,666,453**	6,241,200
Operating income		**1,146,038**	979,229
Finance (income) costs			
Finance income	24	**(1,750)**	(5,127)
Finance costs	24	**82,147**	78,145
Net finance costs		**80,397**	73,018
Income before income tax		**1,065,641**	906,211
Income tax expense	25	**242,409**	151,806
Net income		**823,232**	754,405
Earnings per share			
Basic earnings per share	20	**9.21**	8.11
Diluted earnings per share	20	**9.02**	7.91

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

The notes on pages 6 to 49 are an integral part of these consolidated financial statements.

TFI International Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021

(In thousands of U.S. dollars)	**2022**	2021*
Net income	**823,232**	754,405
Other comprehensive (loss) income		
Items that may be reclassified to income or loss in future years:		
Foreign currency translation differences	**(10,148)**	12,960
Net investment hedge, net of tax	**(72,046)**	(15,542)
Employee benefits, net of tax	**292**	87
Items that may never be reclassified to income:		
Defined benefit plan remeasurement, net of tax	**63,508**	(4,128)
Items directly reclassified to retained earnings:		
Unrealized (loss) gain on investments in equity securities measured at fair value through OCI, net of tax	**(5,495)**	24,147
Other comprehensive (loss) income, net of tax	**(23,889)**	17,524
Total comprehensive income	**799,343**	771,929

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

The notes on pages 6 to 49 are an integral part of these consolidated financial statements.

TFI International Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021

(In thousands of U.S. dollars)	Note	Share capital	Contributed surplus	Accumulated unrealized loss on employee benefit plans	Accumulated foreign currency translation differences & net investment hedge	Accumulated unrealized gain (loss) on investments in equity securities	Retained earnings (deficit)	Total equity attributable to owners of the Company
Balance as at December 31, 2021*		**1,133,181**	**39,150**	**(292)**	**(156,926)**	**12,553**	**1,282,689**	**2,310,355**
Net income		**-**	**-**	**-**	**-**	**-**	**823,232**	**823,232**
Other comprehensive income (loss), net of tax		**-**	**-**	**292**	**(82,194)**	**(5,495)**	**63,508**	**(23,889)**
Realized (loss) gain on equity securities		**-**	**-**	**-**	**-**	**(1,259)**	**1,259**	**-**
Total comprehensive income (loss)		**-**	**-**	**292**	**(82,194)**	**(6,754)**	**887,999**	**799,343**
Share-based payment transactions, net of tax	21	**-**	**16,298**	**-**	**-**	**-**	**-**	**16,298**
Stock options exercised, net of tax	19, 21	**22,800**	**(6,298)**	**-**	**-**	**-**	**-**	**16,502**
Dividends to owners of the Company	19	**-**	**-**	**-**	**-**	**-**	**(102,615)**	**(102,615)**
Repurchase of own shares	19	**(68,536)**	**-**	**-**	**-**	**-**	**(499,447)**	**(567,983)**
Net settlement of restricted share units, net of tax	19, 21	**1,784**	**(7,659)**	**-**	**-**	**-**	**(2,955)**	**(8,830)**
Total transactions with owners, recorded directly in equity		**(43,952)**	**2,341**	**-**	**-**	**-**	**(605,017)**	**(646,628)**
Balance as at December 31, 2022		**1,089,229**	**41,491**	**-**	**(239,120)**	**5,799**	**1,565,671**	**2,463,070**
Balance as at December 31, 2020		**1,120,049**	**19,783**	**(379)**	**(154,344)**	**-**	**803,503**	**1,788,612**
Net income*		-	-	-	-	-	754,405	754,405
Other comprehensive income (loss), net of tax		-	-	87	(2,582)	24,147	(4,128)	17,524
Realized (loss) gain on equity securities		-	-	-	-	(11,594)	11,594	-
Total comprehensive income (loss)		-	-	87	(2,582)	12,553	761,871	771,929
Share-based payment transactions, net of tax	21	-	27,577	-	-	-	-	27,577
Stock options exercised, net of tax	19, 21	26,324	(3,266)	-	-	-	-	23,058
Dividends to owners of the Company	19	-	-	-	-	-	(89,121)	(89,121)
Repurchase of own shares	19	(23,449)	-	-	-	-	(174,704)	(198,153)
Net settlement of restricted share units, net of tax	19, 21	10,257	(4,944)	-	-	-	(18,860)	(13,547)
Total transactions with owners, recorded directly in equity		13,132	19,367	-	-	-	(282,685)	(250,186)
Balance as at December 31, 2021*		1,133,181	39,150	(292)	(156,926)	12,553	1,282,689	2,310,355

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

The notes on pages 6 to 49 are an integral part of these consolidated financial statements.

TFI International Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021

(In thousands of U.S. dollars)	Note	2022	2021*
Cash flows from operating activities			
Net income		**823,232**	754,405
Adjustments for:			
Depreciation of property and equipment	9	**248,638**	225,007
Depreciation of right-of-use assets	10	**126,276**	112,782
Amortization of intangible assets	11	**55,679**	55,243
Share-based payment transactions	21	**14,648**	15,424
Net finance costs	24	**80,397**	73,018
Income tax expense	25	**242,409**	151,806
Gain on sale of business	6	**(73,653)**	-
Bargain purchase gain		**-**	(283,593)
Gain on sale of property and equipment		**(59,704)**	(24,625)
Gain on derecognition of right-of-use assets		**(210)**	(1,282)
Gain on sale of assets held for sale		**(77,911)**	(12,209)
Loss on disposal of intangible assets		**-**	1
Employee benefits		**14,946**	(20,193)
Provisions, net of payments		**26,044**	21,890
Net change in non-cash operating working capital	8	**(147,453)**	41,940
Interest paid		**(77,512)**	(65,453)
Income tax paid		**(224,181)**	(188,810)
Net cash from operating activities		**971,645**	855,351
Cash flows from (used in) investing activities			
Purchases of property and equipment	9	**(350,824)**	(268,656)
Proceeds from sale of property and equipment		**128,821**	92,842
Proceeds from sale of assets held for sale		**131,250**	19,869
Purchases of intangible assets	11	**(6,120)**	(7,143)
Proceeds from sale of intangible assets		**250**	-
Proceeds from sale of business, net of cash disposed	6	**546,228**	-
Business combinations, net of cash acquired	5	**(158,251)**	(1,008,131)
Purchases of investments		**(80,551)**	(35,913)
Proceeds from sale of investments		**12,930**	40,686
Others		**(311)**	3,789
Net cash from (used in) investing activities		**223,422**	(1,162,657)
Cash flows (used in) from financing activities			
Net decrease (increase) in bank indebtedness		**7,490**	(7,173)
Proceeds from long-term debt	14	**334,164**	661,039
Repayment of long-term debt	14	**(369,692)**	(43,868)
Net (increase) decrease in revolving facilities	14	**(236,502)**	118,859
Repayment of lease liabilities	15	**(123,606)**	(115,336)
Repayment of other financial liabilities		**(21,108)**	(11,216)
Dividends paid		**(97,321)**	(85,386)
Repurchase of own shares	19	**(567,983)**	(198,153)
Proceeds from exercise of stock options	19	**16,502**	20,114
Payment for settlement of restricted share units		**(9,186)**	(16,579)
Net cash (used in) from financing activities		**(1,067,242)**	322,301
Net change in cash and cash equivalents		**127,825**	14,995
Cash and cash equivalents, beginning of year		**19,292**	4,297
Cash and cash equivalents, end of year		**147,117**	19,292

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

The notes on pages 6 to 49 are an integral part of these consolidated financial statements.

1. Reporting entity

TFI International Inc. (the "Company") is incorporated under the *Canada Business Corporations Act*, and is a company domiciled in Canada. The address of the Company's registered office is 8801 Trans-Canada Highway, Suite 500, Montreal, Quebec, H4S 1Z6.

The consolidated financial statements of the Company as at and for the years ended December 31, 2022 and 2021 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

The Group is involved in the provision of transportation and logistics services across the United States, Canada and Mexico.

2. Basis of preparation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were authorized for issue by the Board of Directors on February 22, 2023.

b) Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for the following material items in the statements of financial position:

- investment in equity securities, derivative financial instruments and contingent considerations are measured at fair value;
- liabilities for cash-settled share-based payment arrangements are measured at fair value in accordance with IFRS 2;
- the defined benefit pension plan liability is recognized as the net total of the present value of the defined benefit obligation less the fair value of the plan assets; and
- assets and liabilities acquired in business combinations are measured at fair value at acquisition date.

These consolidated financial statements are expressed in U.S. dollars, except where otherwise indicated.

c) Functional and presentation currency

The Company's consolidated financial statements are presented in U.S. dollars ("U.S. dollars" or "USD"). All information in these consolidated financial statements is presented in USD unless otherwise specified.

The Company's functional currency is the Canadian dollar ("CAD" or "CDN$"). Translation gains and losses from the application of the U.S. dollar as the presentation currency while the Canadian dollar is the functional currency are included as part of the accumulated foreign currency translation differences and net investment hedge.

All financial information presented in U.S. dollars has been rounded to the nearest thousand.

d) Use of estimates and judgments

The preparation of the accompanying financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, the disclosures about contingent assets and liabilities, and the reported amounts of revenues and expenses. Such estimates include the valuation of goodwill and intangible assets, the measurement of identified assets and liabilities acquired in business combinations, income tax provisions, defined benefit obligation and the self-insurance and other provisions and contingencies. These estimates and assumptions are based on management's best estimates and judgments.

Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. Actual results could differ from these estimates. Changes in those estimates and assumptions resulting from changes in the economic environment will be reflected in the financial statements of future periods.

Information about critical judgments, assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year is included in the following notes:

Note 5 – Establishing the fair value of intangible assets and land and buildings related to business combinations;

Note 16 – Determining estimates and assumptions related to the evaluation of the defined benefit obligation; and

Note 17 – Determining estimates and assumptions related to the evaluation of provisions for self-insurance and litigations.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated. The accounting policies have been applied consistently by Group entities.

a) Basis of consolidation

i) Business combinations

The Group measures goodwill as the fair value of the consideration transferred including the fair value of liabilities resulting from contingent consideration arrangements, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at fair value as of the acquisition date. When the excess is negative, a bargain purchase gain is recognized immediately in income or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination, are expensed as incurred.

ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has the right to, variable returns from its involvement with the entity and has the ability to affect those through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

iii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

b) Foreign currency translation

i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Group's entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate in effect at the reporting date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated at the rate in effect on the transaction date. Income and expense items denominated in foreign currency are translated at the date of the transactions. Gains and losses are included in income or loss.

ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on business combinations, are translated to Canadian dollars at exchange rates in effect at the reporting date. The income and expenses of foreign operations are translated to Canadian dollars at the average exchange rate in effect during the reporting period.

Foreign currency differences are recognized in other comprehensive income ("OCI") in the accumulated foreign currency translation differences account.

When a foreign operation is disposed of, the relevant amount in the cumulative amount of foreign currency translation differences is transferred to income or loss as part of the income or loss on disposal. On the partial disposal of a subsidiary while retaining control, the relevant proportion of such cumulative amount is reattributed to non-controlling interest. In any other partial disposal of a foreign operation, the relevant proportion is reclassified to income or loss.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income in the accumulated foreign currency translation differences account.

Translation gains and losses from the application of U.S dollars as the presentation currency while the Canadian dollar is the functional currency are included as part of the cumulative foreign currency translation adjustment.

c) Financial instruments

i) Non-derivative financial assets

The Group initially recognizes financial assets on the trade date at which the Group becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value, except for trade receivables which are initially measured at their transaction price when the trade receivables do not contain a significant financing component. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes transaction costs that are directly attributable to the asset's acquisition or origination. On initial recognition, the Group classifies its financial assets as subsequently measured at either amortized cost or fair value, depending on its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets and depending on the purpose for which the financial assets were acquired.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount is presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment loss, if:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and/or interest.

The Group currently classifies its cash equivalents, trade and other receivables and long-term non-trade receivables included in other non-current assets as financial assets measured at amortized cost.

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. The Group has a portfolio of trade receivables at the reporting date. The Group uses a provision matrix to determine the lifetime expected credit losses for the portfolio.

The Group uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in income or loss and reflected in an allowance account against trade and other receivables.

Financial assets measured at fair value

These assets are measured at fair value and changes therein, including any interest or dividend income, are recognized in income or loss. However, for investments in equity instruments that are not held for trading, the Group may elect at initial recognition to present gains and losses in other comprehensive income. For such investments measured at fair value through other comprehensive income, gains and losses are never reclassified to profit or loss, and no impairment is recognized in profit or loss. Dividends earned from such investments are recognized in profit or loss, unless the dividend clearly represents a repayment of part of the cost of the investment.

Financial assets measured at fair value through other comprehensive income

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

ii) Non-derivative financial liabilities

The Group initially recognizes debt issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

A financial liability is derecognized when its contractual obligations are discharged or cancelled or expire.

Financial liabilities are classified into financial liabilities measured at amortized cost and financial liabilities measured at fair value.

Financial liabilities measured at amortized cost

A financial liability is subsequently measured at amortized cost, using the effective interest method. The Group currently classifies bank indebtedness, trade and other payables and long-term debt as financial liabilities measured at amortized cost.

Financial liabilities measured at fair value

Financial liabilities at fair value are initially recognized at fair value and are re-measured at each reporting date with any changes therein recognized in net earnings. The Group currently classifies its contingent consideration liability in connection with a business acquisition as a financial liability measured at fair value.

iii) Share capital

Common shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction to share capital, net of any tax effects.

When share capital recognized as equity is repurchased, share capital is reduced by the amount equal to weighted average historical cost of repurchased equity. The excess amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from retained earnings.

iv) Derivative financial instruments

The Group uses derivative financial instruments to manage its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through income or loss.

Derivatives and embedded derivatives are recognized initially at fair value; related transaction costs are recognized in income or loss as incurred. Subsequent to initial recognition, derivatives and embedded derivatives are measured at fair value, and changes therein are recognized in net change in fair value of foreign exchange derivatives in income or loss with the exception of net change in fair value of cross currency interest rate swap contracts recognized in net foreign exchange gain or loss in income or loss.

d) Hedge accounting

Management's risk strategy is focused on reducing the variability in profit or losses and cash flows associated with exposure to market risks. Hedge accounting is used to reduce this variability to an acceptable level. The hedges employed by the Group reduce the currency fluctuation exposures.

On the initial designation of a hedging relationship, the Group formally documents the relationship between the hedging instrument and the hedged items, including the risk management objectives and strategy in undertaking the hedge transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be effective in offsetting the changes in the fair value or cash flows of the respective hedged items throughout the period for which the hedge is designated.

Net investment hedge

The Group designates a portion of its U.S. dollar denominated debt as a hedging item in a net investment hedge. The Group applies hedge accounting to foreign currency differences arising between the functional currency of the foreign operation and the Company's functional currency (CAD), regardless of whether the net investment is held directly or through an intermediate parent.

Foreign currency differences arising on the translation of a financial liability designated as a hedge of a net investment in foreign operations are recognized in other comprehensive income to the extent that the hedge is effective and are presented in the currency translation differences account within equity. To the extent that the hedge is ineffective, such differences are recognized in income or loss. When the hedged net investment is disposed of, the relevant amount in the translation reserve is transferred to income or loss as part of the gain or loss on disposal.

e) Property and equipment

Property and equipment are accounted for at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and borrowing costs on qualifying assets.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment, and are recognized in net income or loss.

Depreciation is based on the cost of an asset less its residual value and is recognized in income or loss over the estimated useful life of each component of an item of property and equipment.

The depreciation method and useful lives are as follows:

Categories	Basis	Useful lives
Buildings	Straight-line	15 – 40 years
Rolling stock	Primarily straight-line	3 – 20 years
Equipment	Primarily straight-line	5 – 12 years

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Property and equipment are reviewed for impairment in accordance with IAS 36 *Impairment of Assets* when there are indicators that the carrying value may not be recoverable.

f) Intangible assets

i) Goodwill

Goodwill that arises upon business combinations is included in intangible assets.

Goodwill is not amortized and is measured at cost less accumulated impairment losses.

ii) Other intangible assets

Intangible assets consist of customer relationships, trademarks, non-compete agreements and information technology.

The Group determines the fair value of the customer relationship intangible assets using the excess earnings model and internally developed significant assumptions including:

1. Forecasted revenue attributable to existing customer contracts and relationships;
2. Estimated annual attrition rate;
3. Forecasted operating margins; and
4. Discount rates

The internally developed assumptions are based on limited observable market information which cause measurement uncertainty, and the fair value of the customer related intangible assets are sensitive to changes to these assumptions.

Intangible assets that are acquired by the Group and have finite lives are measured at cost less accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized on a straight-line basis over the following estimated useful lives:

Categories	Useful lives
Customer relationships	5 – 20 years
Trademarks	5 – 20 years
Non-compete agreements	3 – 10 years
Information technology	5 – 7 years

Useful lives are reviewed at each financial year-end and adjusted prospectively, if appropriate.

g) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specific explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received.

The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Group is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that cannot be readily determined, the Group's incremental borrowing rate. The incremental borrowing rate is a function of the Group's incremental borrowing rate, the nature of the underlying asset, the location of the asset and the length of the lease. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in the future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or leases and leases of low-value assets. The Group recognises these lease payments as an expense on a straight-line basis over the lease term.

h) Inventoried supplies

Inventoried supplies consist primarily of repair parts and fuel and are measured at the lower of cost and net realizable value.

i) Impairment

Non-financial assets

The carrying amounts of the Group's non-financial assets other than inventoried supplies and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated on December 31 of each year.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the group of CGUs (usually a Group's operating segment), that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level at which that goodwill is monitored for internal reporting purposes. The Company performs goodwill impairment testing annually, or more frequently if events or circumstances indicate the carrying value of a CGU, which is a Group's operating segment, may exceed the recoverable amount of the CGU. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or group of assets. The fair value less cost to sell is based on market comparable multiples applied to forecasted earnings before financial expenses, income taxes, depreciation and amortization ("adjusted EBITDA") for the next year, which takes into account financial forecasts approved by senior management.

The Group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, if any, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a prorata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. 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. Impairment losses and impairment reversals are recognized in income or loss.

j) Assets held for sale

Non-current assets are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on remeasurement are recognized in income or loss.

Once classified as held-for-sale, intangible assets and property and equipment are no longer amortized or depreciated.

k) Employee benefits

i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in income or loss in the periods during which services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

ii) Defined benefit plans

The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods discounting that amount and deducting the fair value of any plan assets. The discount rate is the yield at the reporting date on AAA, AA or A credit-rated fixed income securities that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or income-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

iv) Share-based payment transactions

The grant date fair value of equity share-based payment awards granted to employees is recognized as a personnel expense, with a corresponding increase in contributed surplus, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service condition at the vesting date.

The fair value of the amount payable to board members in respect of deferred share unit ("DSU"), which are to be settled in cash, is recognized as an expense with a corresponding increase in liabilities. The liability is remeasured at each reporting date until settlement. The Group presents mark-to-market (gain) loss on DSUs in personnel expenses.

v) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be fully settled within 12 months of the end of the reporting period, then they are discounted.

l) Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the unwinding of the discount is recognized as finance cost.

Self-Insurance

Self-insurance provisions represent the uninsured portion of outstanding claims at year-end. The provision represents an accrual for estimated future disbursements associated with the self-insured portion for claims filed at year-end and incurred but not reported, related to cargo loss, bodily injury, worker's compensation and property damages. The estimates are based on the Group's historical experience including settlement patterns and payment trends. The most significant assumptions in the estimation process include the consideration of historical claim experience, severity factors affecting the amounts ultimately paid, and current and expected levels of cost per claims. Changes in assumptions and experience could cause these estimates to change significantly in the near term.

m) Revenue recognition

The Group's normal business operations consist of the provision of transportation and logistics services. All revenue relating to normal business operations is recognized over time in the statement of income. The stage of completion of the service is determined using the proportion of days completed to date compared to the estimated total days of the service. Revenue is presented net of trade discounts and volume rebates. Revenue is recognized as services are rendered, when the control of promised services is transferred to customers in an amount that reflects the consideration the Group expects to be entitled to receive in exchange for those services measured based on the consideration specified in a contract with the customers. The Group considers the contract with customers to include the general transportation service agreement and the individual bill of ladings with customers.

Based on the evaluation of the control model, certain businesses, mainly in the Less-Than-Truckload segment, act as the principal within their revenue arrangements. The affected businesses report transportation revenue gross of associated purchase transportation costs rather than net of such amounts within the consolidated statements of income.

n) Other operating expenses

Other operating expenses consist primarily of third-party commissions, transitional service agreement fees, information technology support and software expenses, building expenses (including repairs and maintenance, electricity, janitorial & security services and property taxes).

o) Finance income and finance costs

Finance income comprises interest income on funds invested, dividend income and interest and accretion on promissory note. Interest income is recognized as it accrues in income or loss, using the effective interest method.

Finance costs comprise interest expense on bank indebtedness and long-term debt, unwinding of the discount on provisions and impairment losses recognized on financial assets (other than trade receivables).

Fair value gains or losses on derivative financial instruments and on contingent considerations, and foreign currency gains and losses are reported on a net basis as either finance income or cost.

p) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in income or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, 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 in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. 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 tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable income 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.

q) Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the income or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held, if any. Diluted EPS is determined by adjusting the income or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all dilutive potential common shares, which comprise convertible debentures, warrants, and restricted share units and stock options granted to employees.

r) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's chief executive officer ("CEO") to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Group's headquarters), head office expenses, income tax assets, liabilities and expenses, as well as long-term debt and interest expense thereon.

Sales between the Group's segments are measured at the exchange amount. Transactions, other than sales, are measured at carrying value. Segment capital expenditure is the total cost incurred during the period to acquire property and equipment, and intangible assets other than goodwill.

s) Government grants

The Group recognizes a government grant when there is reasonable assurance it will comply with the conditions required to qualify for the grant, and that the grant will be received. The Group recognizes government grants as a reduction to the expense that the grant is intended to offset.

t) New standards and interpretations adopted during the year

The following new standards, and amendments to standards and interpretations, are effective for the first time for interim periods beginning on or after January 1, 2022 and have been applied in preparing these consolidated financial statements.

Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)

On May 14, 2020, the IASB issued Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37). The amendments are effective for annual periods beginning on or after January 1, 2022 and apply to contracts existing at the date when the amendments are first applied. Early adoption is permitted. IAS 37 does not specify which costs are included as a cost of fulfilling a contract when determining whether a contract is onerous. The IASB's amendments address this issue by clarifying that the "costs of fulfilling a contract" comprise both:

- the incremental costs – e.g. direct labour and materials; and
- an allocation of other direct costs – e.g. an allocation of the depreciation charge for an item of property and equipment used in fulfilling the contract.

The adoption of the amendments did not have a material impact on the Group's consolidated financial statements.

New standards and interpretations not yet adopted

The following new standards are not yet effective for the year ended December 31, 2022, and have not been applied in preparing these consolidated financial statements:

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

On January 23, 2020, the IASB issued amendments to IAS 1 Presentation of Financial Statements (the 2020 amendments), to clarify the classification of liabilities as current or non-current. On October 31, 2022, the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1) (the 2022 amendments), to improve the information a company provides about long-term debt with covenants. The 2020 amendments and the 2022 amendments (collectively "the Amendments") are effective for annual periods beginning on or after January 1, 2024. Early adoption is permitted. A company that applies the 2020 amendments early is required to also apply the 2022 amendments.

For the purposes of non-current classification, the Amendments removed the requirement for a right to defer settlement or roll over of a liability for at least twelve months to be unconditional. Instead, such a right must exist at the end of the reporting period and have substance. The Amendments reconfirmed that only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current. Covenants with which a company must comply after the reporting date do not affect a liability's classification at that date.

The Amendments also clarify how a company classifies a liability that includes a counterparty conversion option. The Amendments state that:

- the settlement of a liability includes transferring a company's own equity instruments to the counterparty; and
- when classifying liabilities as current or non-current a company can ignore only those conversion options that are recognized as equity.

The extent of the impact of adoption of the amendments has not yet been determined.

Definition of Accounting Estimates (Amendments to IAS 8)

On February 12, 2021, the IASB issued Definition of Accounting Estimates (Amendments to IAS 8). The amendments are effective for annual periods beginning on or after January 1, 2023. Early adoption is permitted. The amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. The adoption of the amendments is not expected to have a material impact.

Lease Liability in a Sale and Leaseback

On September 22, 2022, the IASB issued Lease Liability in a Sale and Leaseback (Amendments to IFRS 16). The amendments are effective for annual periods beginning on or after January 1, 2024. Early adoption is permitted. The amendment introduces a new accounting model which impacts how a seller-lessee accounts for variable lease payments that arise in a sale-and-leaseback transaction. The amendments clarify that on initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale-and-leaseback transaction and after initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognizes no gain or loss relating to the right of use it retains. The amendments need to be applied retrospectively, which require seller-lessees to reassess and potentially restate sale-and-leaseback transactions entered into since implementation of IFRS 16 in 2019. The extent of the impact of adoption of the amendments has not yet been determined.

4. Segment reporting

The Group operates within the transportation and logistics industry in the United States, Canada and Mexico in different reportable segments, as described below. The reportable segments are managed independently as they require different technology and capital resources. For each of the operating segments, the Group's CEO reviews internal management reports. The following summary describes the operations in each of the Group's reportable segments:

Package and Courier:	Pickup, transport and delivery of items across North America.
Less-Than-Truckload [(a)]:	Pickup, consolidation, transport and delivery of smaller loads.
Truckload [(b)]:	Full loads carried directly from the customer to the destination using a closed van or specialized equipment to meet customers' specific needs. Includes expedited transportation, flatbed, tank, container and dedicated services.
Logistics:	Asset-light logistics services, including brokerage, freight forwarding and transportation management, as well as small package parcel delivery.

(a) Beginning in the second quarter of fiscal 2021, due to the acquisition of UPS Ground Freight Inc., the Less-Than-Truckload reporting segment now represents the aggregation of the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments. The aggregation of the segment was analyzed using management's judgment in accordance with IFRS 8. The operating segments were determined to be similar, amongst others, with respect to the nature of services offered and the methods used to distribute their services, additionally, they have similar economic characteristics with respect to long-term expected gross margin, levels of capital invested and market place trends.

(b) Prior to August 31, 2022, the Truckload reporting segment represented the aggregation of the Canadian Conventional Truckload, U.S. Conventional Truckload, and Specialized Truckload operating segments. The aggregation of the segment was analyzed using management's judgment in accordance with IFRS 8. The operating segments were determined to be similar, amongst others, with respect to the nature of services offered and the methods used to distribute their services. Additionally, they have similar economic characteristics with respect to long-term expected gross margin, levels of capital invested and market place trends. On August 31,2022, the Group sold CFI's Truckload, Temp Control and Mexican non-asset logistics businesses, operating primarily in the U.S. Conventional Truckload operating segment. Subsequent to the sale, the remaining business operations in the Group's U.S. Conventional Truckload operating segment were transferred to the Specialized Truckload operating segment. Because the transfer was amongst operating segments in the same reportable segment and the aggregation criteria continued to be met, there was no impact on the reportable segment results.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment operating income or loss. This measure is included in the internal management reports that are reviewed by the Group's CEO and refers to "Operating income" in the consolidated statements of income. Segment's operating income or loss is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	Package and Courier	Less-Than-Truckload	Truckload	Logistics	Corporate	Eliminations	Total
2022							
Revenue[1]	**498,972**	**3,243,556**	**1,986,331**	**1,689,122**	**-**	**(60,917)**	**7,357,064**
Fuel surcharge[1]	**151,872**	**779,607**	**464,707**	**74,158**	**-**	**(14,917)**	**1,455,427**
Total revenue[1]	**650,844**	**4,023,163**	**2,451,038**	**1,763,280**	**-**	**(75,834)**	**8,812,491**
Operating income	**134,306**	**470,807**	**366,868**	**140,446**	**33,611**	**-**	**1,146,038**
Selected items:							
Depreciation and amortization	**26,532**	**152,666**	**212,430**	**38,244**	**721**	**-**	**430,593**
Gain on sale of land and buildings	**-**	**-**	**43**	**-**	**-**	**-**	**43**
Gain on sale of assets held for sale	**-**	**55,714**	**22,197**	**-**	**-**	**-**	**77,911**
Gain on sale of business	**-**	**-**	**-**	**-**	**73,653**	**-**	**73,653**
Intangible assets	**180,119**	**167,798**	**775,464**	**468,547**	**182**	**-**	**1,592,110**
Total assets	**362,724**	**2,275,672**	**1,861,093**	**731,564**	**274,777**	**-**	**5,505,830**
Total liabilities	**126,383**	**836,937**	**464,962**	**239,916**	**1,374,687**	**(125)**	**3,042,760**
Additions to property and equipment	**15,097**	**168,667**	**165,953**	**1,150**	**402**	**-**	**351,269**
2021*							
Revenue[1][2]	560,147	2,440,640	1,901,157	1,620,926	-	(54,085)	6,468,785
Fuel surcharge[1][2]	81,302	374,750	261,595	41,146	-	(7,149)	751,644
Total revenue[1]	641,449	2,815,390	2,162,752	1,662,072	-	(61,234)	7,220,429
Operating income (loss)	108,440	572,798	230,189	142,794	(74,992)	-	979,229
Selected items:							
Depreciation and amortization	26,404	116,060	211,561	38,208	799	-	393,032
Loss on sale of land and buildings	-	(16)	-	(3)	-	-	(19)
Gain on sale of assets held for sale	-	1,640	10,569	-	-	-	12,209
Loss on sale of intangible assets	(1)	-	-	-	-	-	(1)
Bargain purchase gain[3]	-	271,593	-	12,000	-	-	283,593
Intangible assets	193,765	188,604	955,608	454,612	332	-	1,792,921
Total assets	379,881	2,351,138	2,317,615	746,638	88,391	-	5,883,663
Total liabilities	128,599	957,148	559,438	248,122	1,680,135	(134)	3,573,308
Additions to property and equipment	19,347	65,543	181,313	809	161	-	267,173

[1] Includes intersegment revenue and intersegment fuel surcharge
* Recasted for:
[2] Changes in presentation for consistency with the current year presentation: "intersegment revenue and fuel surcharge" presented separately in previous periods is now presented within "revenue" and "fuel surcharge".
[3] Adjustments to provisional amounts of UPS Freight prior year business combination (see note 5d))

Geographical information

Revenue is attributed to geographical locations based on the origin of service's location.

	Package and Courier	Less-Than-Truckload	Truckload	Logistics	Eliminations	Total
2022						
Canada	**650,844**	**667,506**	**1,182,198**	**256,714**	**(34,202)**	**2,723,060**
United States	**-**	**3,355,657**	**1,268,840**	**1,488,941**	**(41,632)**	**6,071,806**
Mexico	**-**	**-**	**-**	**17,625**	**-**	**17,625**
Total	**650,844**	**4,023,163**	**2,451,038**	**1,763,280**	**(75,834)**	**8,812,491**
2021						
Canada	641,449	576,311	912,166	269,568	(31,193)	2,368,301
United States	-	2,239,079	1,250,586	1,370,843	(30,041)	4,830,467
Mexico	-	-	-	21,661	-	21,661
Total	641,449	2,815,390	2,162,752	1,662,072	(61,234)	7,220,429

Segment assets are based on the geographical location of the assets.

	As at December 31, 2022	As at December 31, 2021*
Property and equipment, right-of-use assets and intangible assets		
Canada	**1,848,746**	1,933,050
United States	**2,256,959**	2,698,630
Mexico	**-**	14,915
	4,105,705	4,646,595

* Recasted for adjustments to provisional amounts of UPS Freight prior year's business combination (see note 5d)).

5. Business combinations

a) Business combinations

In line with the Group's growth strategy, the Group acquired eleven businesses during 2022, which were not considered to be material. These transactions were concluded in order to add density in the Group's current network and further expand value-added services.

During the year ended December 31, 2022, the non-material businesses, in aggregate, contributed revenue and net income of $100.6 million and $5.9 million respectively since the acquisitions.

Had the Group acquired these non-material businesses on January 1, 2022, as per management's best estimates, the revenue and net income for these entities would have been $234.3 million and $17.9 million, respectively. In determining these estimated amounts, management assumed that the fair value adjustments that arose on the date of acquisition would have been the same had the acquisitions occurred on January 1, 2022 and adjusted for interest, based on the purchase price and average borrowing rate of the Group, and income tax expenses based on the effective tax rate.

During the year ended December 31, 2022, transaction costs of $0.1 million have been expensed in other operating expenses in the consolidated statements of income in relation to the above-mentioned business acquisitions.

As of the reporting date, the Group had not completed the purchase price allocation over the identifiable net assets and goodwill of the 2022 acquisitions. Information to confirm the fair value of certain assets and liabilities is still to be obtained for these acquisitions. As the Group obtains more information, the allocation will be completed.

The table below presents the purchase price allocation based on the best information available to the Group to date :

Identifiable assets acquired and liabilities assumed	Note	December 31, 2022*
Cash and cash equivalents		**863**
Trade and other receivables		**28,231**
Inventoried supplies and prepaid expenses		**2,179**
Property and equipment	9	**70,959**
Right-of-use assets	10	**28,269**
Intangible assets	11	**45,740**
Other assets		**368**
Trade and other payables		**(10,327)**
Income tax payable		**(1,465)**
Provisions	17	**(280)**
Lease liabilities	15	**(28,269)**
Deferred tax liabilities	18	**(13,848)**
Total identifiable net assets		**122,420**
Total consideration transferred		**181,608**
Goodwill	11	**59,188**
Cash		**159,114**
Contingent consideration		**22,494**
Total consideration transferred		**181,608**

* Includes non-material adjustments to prior year's acquisitions

The trade receivables comprise gross amounts due of $28.4 million, of which $0.1 million was expected to be uncollectible at the acquisition date.

Of the goodwill and intangible assets acquired through business combinations in 2022, $2.9 million is deductible for tax purposes.

In line with the Group's growth strategy, the Group acquired ten businesses during 2021, of which UPS Ground Freight Inc. ("UPS Freight"), which was renamed TForce Freight Inc. ("TForce Freight") in April 2021, was considered material. All other acquisitions were not considered to be material.

On April 30, 2021, the Group completed the acquisition of UPS Freight, the Less-Than-Truckload and dedicated truckload divisions of United Parcel Service, Inc. The purchase price for this business acquisition totalled for $864.6 million, which was funded by a mixture of cash on hand and the remaining balance was drawn from the currently existing unsecured revolving credit facility. The fair value of the identifiable net assets acquired, including the fair value of the customer relationships acquired, exceeded the purchase price, resulting in a bargain purchase gain of $283.6 million in the Less-Than-Truckload and Logistics segments ($271.6 million and $12.0 million respectively). The bargain purchase gain resulted mainly from the measurement of the fair value related to the company's tangible assets. During the year ended December 31, 2021, the business contributed revenue and net income of $2,334.4 million and $122.6 million (excluding the bargain purchase gain of $283.6 million), respectively since the acquisition.

Had the Group acquired UPS Freight on January 1, 2021, as per management's best estimates, the revenue and net income for this entity would have been $3,438.3 million and $146.0 million (excluding the bargain purchase gain of $283.6 million), respectively. In determining these estimated amounts, management assumed that the fair value adjustments that arose on the date of acquisition would have been the same had the acquisitions occurred on January 1, 2021 and adjusted for interest, based on the purchase price and average borrowing rate of the Group, and income tax expenses based on the effective tax rate.

During the year ended December 31, 2021, the non-material businesses, in aggregate, contributed revenue and net income of $64.9 million and $0.9 million respectively since the acquisitions.

Had the Group acquired the non-material businesses on January 1, 2021, as per management's best estimates, the revenue and net income for these entities would have been $174.9 million and $5.6 million (excluding the bargain purchase gain of $283.6 million), respectively. In determining these estimated amounts, management assumed that the fair value adjustments that arose on the date of acquisition would have been the same had the acquisitions occurred on January 1, 2021 and adjusted for interest, based on the purchase price and average borrowing rate of the Group, and income tax expenses based on the effective tax rate.

Of the goodwill and intangible assets acquired through business combinations in 2021, $5.7 million is deductible for tax purposes.

During the year ended December 31, 2021, transaction costs of $8.7 million had been expensed in other operating expenses in the consolidated statements of income in relation to the above-mentioned business acquisitions.

The table below presents the purchase price allocation as at December 31, 2021:

Identifiable assets acquired and liabilities assumed	Note	UPS Freight (reassessed - see note 5d))*	Others**	December 31, 2021
Cash and cash equivalents		6	11,570	11,576
Trade and other receivables		328,468	23,806	352,274
Inventoried supplies and prepaid expenses		26,643	3,500	30,143
Property and equipment	9	1,309,465	86,872	1,396,337
Right-of-use assets	10	100,971	10,619	111,590
Intangible assets	11	18,856	25,914	44,770
Other assets		8,133	65	8,198
Trade and other payables		(209,474)	(14,470)	(223,944)
Income tax payable		-	(2,668)	(2,668)
Employee benefits		(65,849)	-	(65,849)
Provisions	17	(74,867)	(222)	(75,089)
Other non-current liabilities		(56)	(6)	(62)
Long-term debt	14	-	(3,484)	(3,484)
Lease liabilities	15	(100,971)	(10,619)	(111,590)
Deferred tax liabilities	18	(193,125)	(17,785)	(210,910)
Total identifiable net assets		1,148,200	113,092	1,261,292
Total consideration transferred		864,607	162,313	1,026,920
Goodwill	11	-	49,221	49,221
Bargain purchase gain		(283,593)	-	(283,593)
Cash		864,607	155,100	1,019,707
Contingent consideration		-	7,213	7,213
Total consideration transferred		864,607	162,313	1,026,920

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))
* *Includes non-material adjustments to prior year's acquisitions

The valuation techniques used for measuring the fair value of land and buildings ($59.2 million) and customer relationships ($12.0 million) acquired regarding UPS Freight were as follows:

Assets acquired	Valuation technique	Key inputs
Land and buildings	*Market comparison technique and cost technique*: The valuation model considers market prices for comparable sites, when available, and considers depreciated replacement cost, which reflects adjustments for physical deterioration, when appropriate.	- Market prices for comparable sites - Average rebuild cost
Customer relationships	*Excess earnings method:* The valuation model considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets.	- Forecasted revenue attributable to existing customers and relationships - Annual attrition rate - Forecasted operating margin - Discount rate

b) Goodwill

The goodwill is attributable mainly to the premium of an established business operation with a good reputation in the transportation industry, and the synergies expected to be achieved from integrating the acquired entity into the Group's existing business.

The goodwill arising in the business combinations has been allocated to operating segments as indicated in the table below, which represents the lowest level at which goodwill is monitored internally.

Operating segment	Reportable segment	**December 31, 2022***	December 31, 2021*
Canadian Less-Than-Truckload	Less-Than-Truckload	**-**	(225)
Canadian Truckload	Truckload	**811**	4,079
Specialized Truckload	Truckload	**35,865**	42,546
U.S. Truckload	Truckload	**-**	2,846
Logistics	Logistics	**22,512**	(25)
		59,188	49,221

* Includes non-material adjustments to prior year's acquisitions

c) Contingent consideration

The contingent consideration for the year ended December 31, 2022 relates to non-material business acquisitions and is recorded in the original purchase price allocation. This consideration is contingent on achieving specified earning levels in a future period. The maximum amount payable was $22.5 million in less than one year, and $21.0 million was paid prior to year-end.

The contingent consideration for the year ended December 31, 2021 relates to a non-material business acquisition and is recorded in the original purchase price allocation. The fair value was determined using expected cash flows discounted at rates between 3.9% and 6.4%. This consideration is contingent on achieving specified earning levels in future periods. The maximum amount payable was $0.4 million in one year and $7.6 million in two years.

The contingent consideration balance at December 31, 2022 is $8.8 million (2021 - $8.7 million) and is presented in other financial liabilities on the consolidated statements of financial position.

d) Adjustment to the provisional amounts of prior year's business combinations

The 2021 annual consolidated financial statements included details of the Group's business combinations and set out provisional fair values relating to the consideration paid and net assets acquired of UPS Ground Freight Inc. This acquisition was accounted for under the provisions of IFRS 3.

As required by IFRS 3, the provisional fair values have been reassessed in light of information obtained during the measurement period following the acquisition and adjustments are required to be retrospectively reflected from the date of acquisition. Consequently, the fair value of certain assets acquired, and liabilities assumed of UPS Ground Freight Inc. in fiscal 2021 were adjusted in the quarter ended June 30, 2022 when the purchase price allocation was completed, and accordingly, the comparative information as at December 31, 2021 included in these consolidated financial statements has been revised as detailed below. The adjustment to prior period financial information from the date of acquisition to date resulted in an incremental $90.0 million bargain purchase gain which resulted in the June 30, 2021 financial information being recasted.

As a result a final bargain purchase gain in the amount of $283.6 million was recognized in the statement of income for the year ended December 31, 2021.

	Dec. 31, 2021 Provisional fair value	Q2-2022 Measurement period adjustments	Final reassessed fair value
Cash and cash equivalents	6	-	6
Trade and other receivables	328,468	-	328,468
Inventoried supplies and prepaid expenses	26,643	-	26,643
Property and equipment	1,186,198	123,267	1,309,465
Right-of-use assets	100,971	-	100,971
Intangible assets	18,856	-	18,856
Other assets	860	7,273	8,133
Trade and other payables	(208,928)	(546)	(209,474)
Income tax payable	302	(302)	-
Employee benefits	(65,849)	-	(65,849)
Provisions	(50,352)	(24,515)	(74,867)
Other non-current liabilities	(56)	-	(56)
Lease liabilities	(100,971)	-	(100,971)
Deferred tax liabilities	(177,992)	(15,133)	(193,125)
Total identifiable net assets	1,058,156	90,044	1,148,200
Total consideration transferred	864,607	-	864,607
Bargain purchase gain	(193,549)	(90,044)	(283,593)
Total consideration transferred	864,607	-	864,607

e) Adjustment to the provisional amounts of prior year's non-material business combinations

The 2021 annual consolidated financial statements included details of the Group's business combinations and set out provisional fair values relating to the consideration paid and net assets acquired of various non-material acquisitions not mentioned previously. These acquisitions were accounted for under the provisions of IFRS 3.

As required by IFRS 3, the provisional fair values have been reassessed in light of information obtained during the measurement period following the acquisition. Consequently, the fair value of certain assets acquired, and liabilities assumed of the non-material

acquisitions in fiscal 2021 have been adjusted and finalized in 2022. No material adjustments were required to the provisional fair values for these prior period's business combinations.

6. Sale of business

On August 31, 2022, CFI's Truckload, Temp Control and Mexican non-asset logistics businesses were sold to Heartland Express for a net consideration of $553.0 million, which includes cash consideration, net working capital adjustments and is net of incremental selling costs of $4.5 million. The total consideration is subject to additional working capital closing adjustments and still subject to buyer acceptance as of the date of issuance of these financial statements. The sale resulted in a gain on sale of business of $73.7 million. The businesses operated primarily in the U.S. Conventional Truckload operating segment of the Group's Truckload reportable segment. The Group kept the Dedicated and U.S. Logistics (non-asset U.S. based logistics services provider) divisions, which continue to be reported in the Truckload reportable segment. TFI also retained pre-closing accident and workers' compensation claims.

The table below presents the net assets disposed:

	Note	December 31, 2022
Cash and cash equivalents		6,790
Trade and other receivables		77,877
Inventoried supplies and prepaid expenses		7,856
Property and equipment	9	321,123
Right-of-use assets	10	3,203
Intangible assets	11	42,599
Goodwill	11	144,551
Other assets		306
Accumulated other comprehensive income - CTA		2,737
Trade and other payables		(46,776)
Income tax payable		(564)
Employee benefits		(1,302)
Provisions	17	(1,465)
Lease liabilities	15	(3,129)
Deferred tax liabilities	18	(74,441)
Total identifiable net assets		479,365
Total consideration received		553,018
Gain on sale of business		73,653

The goodwill disposed of was allocated to operating segments as indicated in the table below, which represents the lowest level at which goodwill is monitored internally:

Operating segment	Reportable segment	**December 31, 2022**
U.S. Truckload	Truckload	**141,056**
Logistics	Logistics	**3,495**
		144,551

7. Trade and other receivables

	December 31, 2022	December 31, 2021
Trade receivables, net of expected credit loss	**966,428**	986,783
Other receivables	**64,298**	69,240
	1,030,726	1,056,023

The Group's exposure to credit and currency risks related to trade and other receivables is disclosed in note 26 a) and d).

Trade receivables as at December 31, 2022 include $48.5 million of in-transit revenue balances (December 31, 2021 – $58.2 million). Due to the short-term nature of the transportation and logistics services provided by the Group, these services are expected to be completed within the week following the year-end.

8. Additional cash flow information

Net change in non-cash operating working capital

	2022	2021
Trade and other receivables	**(59,105)**	(101,664)
Inventoried supplies	**(1,498)**	(1,233)
Prepaid expenses	**9,924**	(9,455)
Trade and other payables	**(96,774)**	154,292
	(147,453)	41,940

9. Property and equipment

	Note	Land and buildings	Rolling stock	Equipment	**Total**
Cost					
Balance at December 31, 2020		314,804	1,267,617	134,234	1,716,655
Additions through business combinations**	5	889,657	445,656	61,024	1,396,337
Other additions		36,902	217,080	13,191	267,173
Disposals		(1,473)	(177,992)	(8,773)	(188,238)
Transfer from right-of-use assets		-	21,474	-	21,474
Reclassification (to) from assets held for sale		(8,843)	1,023	-	(7,820)
Effect of movements in exchange rates		2,221	(2,395)	1,089	915
Balance at December 31, 2021		1,233,268	1,772,463	200,765	**3,206,496**
Additions through business combinations*	5	2,003	66,240	2,716	**70,959**
Other additions		46,928	286,277	18,064	**351,269**
Disposals		(678)	(122,946)	(9,370)	**(132,994)**
Sale of business	6	(31,356)	(452,547)	(1,817)	**(485,720)**
Reclassification to assets held for sale		(67,203)	-	-	**(67,203)**
Effect of movements in exchange rates		(15,972)	(47,939)	(5,570)	**(69,481)**
Balance at December 31, 2022		**1,166,990**	**1,501,548**	**204,788**	**2,873,326**
Accumulated Depreciation					
Balance at December 31, 2020		59,817	494,322	88,088	642,227
Depreciation		16,301	187,895	20,811	225,007
Disposals		(1,332)	(110,341)	(8,347)	(120,020)
Transfer from right-of-use assets		-	5,746	-	5,746
Reclassification (to) from assets held for sale		(2,997)	424	-	(2,573)
Effect of movements in exchange rates		223	(153)	898	968
Balance at December 31, 2021		72,012	577,893	101,450	**751,355**
Depreciation		21,353	203,431	23,854	**248,638**
Disposals		(137)	(56,549)	(7,191)	**(63,877)**
Sale of business	6	(6,837)	(157,618)	(142)	**(164,597)**
Reclassification to assets held for sale		(5,426)	-	-	**(5,426)**
Effect of movements in exchange rates		2,175	(23,885)	(3,012)	**(24,722)**
Balance at December 31, 2022		**83,140**	**543,272**	**114,959**	**741,371**
Net carrying amounts					
At December 31, 2021		1,161,256	1,194,570	99,315	2,455,141
At December 31, 2022		**1,083,850**	**958,276**	**89,829**	**2,131,955**

* Includes non-material adjustments to prior year's acquisitions
** Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d)).

As at December 31, 2022, $1.3 million is included in trade and other payables for the purchases of property and equipment (December 31, 2021 – $1.0 million).

Security

As at December 31, 2022, certain rolling stock are pledged as security for conditional sales contracts, with a carrying amount of $126.4 million (December 31, 2021 - $144.5 million) (see note 14).

10. Right-of-use assets

	Note	Land and buildings	Rolling stock	Equipment	Total
Cost					
Balance at December 31, 2020		452,106	191,164	2,290	645,560
Transfer to property and equipment		-	(21,474)	-	(21,474)
Other additions		37,768	51,494	1,084	90,346
Additions through business combinations*	5	57,916	52,465	1,209	111,590
Derecognition**		(39,842)	(40,434)	(668)	(80,944)
Effect of movements in exchange rates		2,329	495	(12)	2,812
Balance at December 31, 2021		510,277	233,710	3,903	**747,890**
Other additions		62,353	53,906	962	**117,221**
Additions through business combinations*	5	14,217	14,052	-	**28,269**
Sale of business	6	(238)	(5,780)	-	**(6,018)**
Derecognition**		(31,475)	(34,221)	(977)	**(66,673)**
Effect of movements in exchange rates		(26,343)	(9,624)	(91)	**(36,058)**
Balance at December 31, 2022		**528,791**	**252,043**	**3,797**	**784,631**
Depreciation					
Balance at December 31, 2020		232,541	74,503	1,231	308,275
Transfer to property and equipment		-	(5,746)	-	(5,746)
Depreciation		59,719	51,953	1,110	112,782
Derecognition**		(35,691)	(30,926)	(579)	(67,196)
Effect of movements in exchange rates		938	308	(4)	1,242
Balance at December 31, 2021		257,507	90,092	1,758	**349,357**
Depreciation		66,036	59,101	1,139	**126,276**
Sale of business	6	(130)	(2,685)	-	**(2,815)**
Derecognition**		(22,733)	(26,783)	(1,082)	**(50,598)**
Effect of movements in exchange rates		(14,424)	(4,754)	(51)	**(19,229)**
Balance at December 31, 2022		**286,256**	**114,971**	**1,764**	**402,991**
Net carrying amounts					
At December 31, 2021		252,770	143,618	2,145	398,533
At December 31, 2022		**242,535**	**137,072**	**2,033**	**381,640**

* Includes non-material adjustments to prior year's acquisitions
** Derecognized right-of-use assets include negotiated asset purchases and extinguishments resulting from accidents as well as fully amortized or end of term right-of-use assets.

11. Intangible assets

	Note	Goodwill	Other intangible assets				Total
			Customer relationships	Trademarks	Non-compete agreements	Information technology	
Cost							
Balance at December 31, 2020		1,523,626	574,942	86,402	14,688	22,524	2,222,182
Additions through business combinations*	5	49,221	29,130	4,166	4,405	7,069	93,991
Other additions		-	3,263	-	-	3,880	7,143
Extinguishments		-	(18,357)	(1,178)	(1,027)	(1,510)	(22,072)
Effect of movements in exchange rates		(556)	(464)	(579)	(118)	33	(1,684)
Balance at December 31, 2021		1,572,291	588,514	88,811	17,948	31,996	**2,299,560**
Additions through business combinations*	5	59,188	38,121	3,846	3,727	46	**104,928**
Other additions		-	-	-	-	6,120	**6,120**
Disposals		-	-	(380)	-	-	**(380)**
Sale of business	6	(210,806)	(33,312)	(28,589)	(150)	(1,075)	**(273,932)**
Extinguishments		-	(61,985)	(19,058)	(836)	(1,321)	**(83,200)**
Effect of movements in exchange rates		(61,328)	(17,641)	(1,950)	(682)	(644)	**(82,245)**
Balance at December 31, 2022		**1,359,345**	**513,697**	**42,680**	**20,007**	**35,122**	**1,970,851**
Amortization and impairment losses							
Balance at December 31, 2020		148,016	261,599	43,636	5,304	15,964	474,519
Amortization		-	44,862	3,274	3,378	3,729	55,243
Extinguishments		-	(18,357)	(1,178)	(1,027)	(1,509)	(22,071)
Effect of movements in exchange rates		(536)	(526)	(57)	11	56	(1,052)
Balance at December 31, 2021		147,480	287,578	45,675	7,666	18,240	**506,639**
Amortization		-	43,538	4,764	3,702	3,675	**55,679**
Disposals		-	-	(130)	-	-	**(130)**
Sale of business	6	(66,255)	(16,669)	(2,996)	(26)	(836)	**(86,782)**
Extinguishments		-	(61,985)	(19,058)	(836)	(1,321)	**(83,200)**
Effect of movements in exchange rates		(3,213)	(8,210)	(1,205)	(376)	(461)	**(13,465)**
Balance at December 31, 2022		**78,012**	**244,252**	**27,050**	**10,130**	**19,297**	**378,741**
Net carrying amounts							
At December 31, 2021		1,424,811	300,936	43,136	10,282	13,756	1,792,921
At December 31, 2022		**1,281,333**	**269,445**	**15,630**	**9,877**	**15,825**	**1,592,110**

* Includes non-material adjustments to prior year's acquisitions

In 2022, CFI's Truckload, Temp Control and Mexican non-asset logistics businesses were sold to Heartland Express, including the indefinite-life trademarks. At December 31, 2022, there are no material indefinite life intangible assets.

At December 31, 2021, the Group performed its annual impairment testing for indefinite life trademarks. The Group estimated the value in use to be $36.6 million compared to its carrying value of $27.5 million, resulting in no impairment charge. Management used the relief-from-royalty method and discount rates between 6.7% and 9.9% in its analysis.

In 2021, the Group rebranded a subsidiary by initiating a change of name. The Group estimates that previous tradename will retain value for a 2-year period during the transition. Accordingly, the amortization period had been changed from indefinite life to 2 years for the remaining net book value of this subsidiary of $3.5 million.

At December 31, 2022, the Group performed its annual goodwill impairment tests for operating segments which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes. The aggregate carrying amounts of goodwill allocated to each unit are as follows:

Reportable segment / operating segment	**December 31, 2022**	December 31, 2021
Package and Courier	**177,941**	190,853
Less-Than-Truckload		
Canadian Less-Than-Truckload	**128,449**	137,638
Truckload		
Canadian Truckload	**87,604**	93,152
Specialized Truckload*	**546,674**	536,267
U.S. Truckload*	**-**	141,064
Logistics	**340,665**	325,837
	1,281,333	1,424,811

* On August 31,2022, TFI International sold CFI's Truckload, Temp Control and Mexican non-asset logistics businesses, operating primarily in the US-based Conventional TL operating segment. Subsequent to the sale, the remaining businesses operations in TFI International's US-based Conventional TL operating segment, were transferred to the Specialized TL operating segment. This resulted in a retrospective recasting of goodwill of $104.5 million transferred from US-based Conventional TL operating segment to the Specialized TL operating segment to the 2021 amounts.

The results as at December 31, 2022 determined that the recoverable amounts of the Group's operating segments exceeded their respective carrying amounts.

The recoverable amounts of the Group's operating segments were determined using the value in use approach. The value in use methodology is based on discounted future cash flows. Management believes that the discounted future cash flows method is appropriate as it allows more precise valuation of specific future cash flows.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rates as follows:

Reportable segment / operating segment	**2022**	2021
Package and Courier	**11.5%**	9.3%
Less-Than-Truckload		
Canadian Less-Than-Truckload	**11.5%**	9.3%
Truckload		
Canadian Truckload	**13.9%**	11.7%
Specialized Truckload*	**12.7%**	10.5%
U.S. Truckload*	**-**	10.5%
Logistics	**10.9%**	8.7%

* On August 31,2022, TFI International sold CFI's Truckload, Temp Control and Mexican non-asset logistics businesses, operating primarily in the US-based Conventional TL operating segment. Subsequent to the sale, the remaining businesses operations in TFI International's US-based Conventional TL operating segment, were transferred to the Specialized TL operating segment.

The discount rates were estimated based on past experience, and industry average weighted average cost of capital, which were based on a possible range of debt leveraging of 40.0% (2021 – 40.0%) at a market interest rate of 9.4% (2021 – 5.7%).

First year cash flows were projected based on forecasted cash flows which are based on previous operating results adjusted to reflect current economic conditions. For a further 4-year period, cash flows were extrapolated using an average growth rate of 2.0% (2021 – 2.0%) in revenues and margins were adjusted where deemed appropriate. The terminal value growth rate was 2.0% (2021 – 2.0%). The values assigned to the key assumptions represent management's assessment of future trends in the transportation industry and were based on both external and internal sources (historical data).

12. Investments

	As at December 31, 2022	As at December 31, 2021
Level 1 investments	**71,979**	16,391
Level 3 investments	**13,985**	15,000
	85,964	31,391

Investments that were previously disclosed in Other assets in the consolidated statements of financial position are now separately presented in the Investments line item and were recast due to the material nature of the account in 2022.

Level 1 investments include 1,026,696 shares of ArcBest Corporation (NYSE: ARCB) that were marked to market with the publicly available stock price. Level 3 investments were marked to fair value based on the company performance as at December 31, 2022. The Group elected to designate these investments as at fair value through OCI.

13. Trade and other payables

	As at December 31, 2022	As at December 31, 2021*
Trade payables and accrued expenses	**498,777**	612,092
Personnel accrued expenses	**179,702**	224,935
Dividend payable	**30,289**	24,881
	708,768	861,908

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d)).

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 26.

14. Long-term debt

This note provides information about the contractual terms of the Group's interest-bearing long-term debt, which are measured at amortized cost. For more information about the Group's exposure to interest rate, foreign exchange currency and liquidity, see note 26.

	As at December 31, 2022	As at December 31, 2021
Non-current liabilities		
Unsecured revolving facilities	**-**	239,406
Unsecured debenture	**147,233**	157,743
Unsecured senior notes	**1,075,702**	778,613
Conditional sales contracts	**55,735**	68,746
	1,278,670	1,244,508
Current liabilities		
Current portion of unsecured term loan	**-**	324,444
Current portion of conditional sales contracts	**37,087**	39,142
	37,087	363,586

Terms and conditions of outstanding long-term debt are as follows:

					2022		2021	
		Currency	Nominal interest rate	Year of maturity	**Face value**	**Carrying amount**	Face value	Carrying amount
Unsecured revolving facility	a	CAD	BA + 1.125%	2026	**-**	**-**	130,000	101,061
Unsecured revolving facility	a	CAD	BA + 1.125%	2026	**-**	**-**	21,279	16,646
Unsecured revolving facility	a	USD	SOFR + 1.125%	2026	**-**	**-**	120,000	118,634
Unsecured revolving facility	a	USD	SOFR + 1.125%	2026	**-**	**-**	3,100	3,065
Unsecured term loan	a	CAD	BA + 1.125%	2022	**-**	**-**	410,000	324,444
Unsecured debenture	b	CAD	3.32% - 4.22%	2024	**200,000**	**147,233**	200,000	157,743
Unsecured senior notes	c	USD	2.89% - 3.85%	2026 - 2033	**180,000**	**179,013**	180,000	179,658
Unsecured senior notes	c	USD	3.15% - 3.50%	2029 - 2036	**500,000**	**497,258**	500,000	499,049
Unsecured senior notes	c	USD	2.87% - 3.55%	2029 - 2034	**200,000**	**199,644**	100,000	99,906
Unsecured senior notes	c	USD	3.50% - 3.80%	2032 - 2037	**200,000**	**199,787**	-	-
Conditional sales contracts	d	Mainly CAD	1.45% - 5.28%	2022 - 2024	**125,810**	**92,822**	136,338	107,888
						1,315,757		1,608,094

The table below summarizes changes to the long-term debt:

	Note	2022	2021
Balance at beginning of year		**1,608,094**	872,544
Proceeds from long-term debt		**334,164**	661,039
Business combinations	5	**-**	3,484
Repayment of long-term debt		**(369,692)**	(43,868)
Net increase (decrease) in revolving facilities		**(236,502)**	118,859
Amortization of deferred financing fees		**1,296**	1,296
Effect of movements in exchange rates		**(97,744)**	(23,154)
Effect of movements in exchange rates - debt designated as net investment hedge		**76,141**	17,894
Balance at end of year		**1,315,757**	1,608,094

a) Unsecured revolving credit facility and term loans

On September 2, 2022, the Group extended its credit facility until August 16, 2026. Under the new extension, the CAD availability and USD availability remain unchanged. The adoption of the *Interest Rate Benchmark Reform - Phase 2* did not have a material impact on the Group's consolidated financial statements as the only debt balances subject to LIBOR reform is the USD portion of unsecured revolver. The revolver agreement indicated that SOFR would be the main replacement for LIBOR in the United States. Effective as of September 2, 2022, the interest rate was the sum of the adjusted term secured overnight financing rate published by the Federal Reserve Bank of New York ("SOFR") plus an applicable margin, which can vary between 113 and 175 basis points based on certain ratios. The change in interest rate did not have a material impact on the Group's financial statements as the Group has no interest rate swaps that hedge variable interest debt. Deferred financing fees of $0.8 million were recognized on the extension.

The revolving credit facility is unsecured and can be extended annually. The Group's revolving facilities have a total size of $929.6 million (December 31, 2021 - $997.1 million). The agreement provides an additional $185.8 million of credit availability (CAD $245 million and USD $5 million). As of December 31, 2022, the credit facility's interest rate on CAD denominated debt was 4.49% (2021 – 1.70%) and on USD denominated debt was 4.30% (2021 – 1.35%).

On August 16, 2021, the Group extended its revolving credit facility until August 16, 2025. Under the extension, CAD availability was increased by CAD $10 million and USD availability increased by USD $50 million. Based on certain ratios, the interest rate will be the sum of the banker's acceptance rate, or Libor rate on US$ denominated debt, plus an applicable margin, which can vary between 113 basis points and 175 basis points. The applicable margin on the credit facility was 1.25% as of December 31, 2021.

On December 18, 2021, the Group repaid, without penalty, the first tranche of CAD $200 million of its term loan which was due in June 2022. The remaining second tranche of term loan of CAD $410 million is unsecured and was due in June 2022 and was repaid in March 2022. Early repayment, in part or whole, was permitted, without penalty, and permanently reduced the amount borrowed. The terms and conditions of this unsecured term loan were the same as the unsecured revolving credit facility and are subject to the same covenants. As of December 31, 2021, the term loan's interest rate was 1.90%.

The debt issuances described above are subject to certain covenants regarding the maintenance of financial ratios. The Group was in compliance with these covenants at year-end (see note 26(f)).

b) Unsecured debenture

The unsecured debenture is maturing in December 2024 and is carrying an interest rate between 3.32% and 4.22% (2021 – 3.32% to 4.22%) depending on certain ratios. As of December 31, 2022, the debenture's effective rate was 3.32% (2021 – 3.57%). The debenture may be repaid, without penalty, after December 20, 2022, subject to the approval of the Group's syndicate of bank lenders.

c) Unsecured senior notes

This loan takes the form of senior notes each carrying an interest rate and maturity date as detailed in the table above. These notes may be prepaid at any time prior to maturity date, in part or in total, at 100% of the principal amount and the make-whole amount determined at the prepayment date with respect to such principal amount.

On March 23, 2022, the Company received $200 million in proceeds from the issuance of new debts taking the form of unsecured senior notes consisting of two tranches, of $100 million each, maturing on March 23, 2032, and 2037, bearing fixed interest rates of 3.50% and 3.80%, respectively. Deferred financing fees of $0.3 million were recognized as a result of the transaction.

On March 23, 2022, the Company received additional $100 million in proceeds from the amendment and restatement of the debt agreement signed on July 2, 2021, taking the form of unsecured senior notes as the third tranche maturing on April 2, 2034, bearing fixed interest rate of 3.55%. Deferred financing fees of $0.1 million were recognized as a result of the transaction.

The proceeds raised from the two debt issuances were used in full to pay off the unsecured term loan which was due in June 2022 without any penalty.

On January 13, 2021, the Group received $500 million in proceeds from the issuance of a new debt taking the form of unsecured senior notes consisting of four tranches maturing between January 2029 and January 2036 and bearing fixed interest between 3.15% and 3.50%. These notes may be prepaid at any time prior to maturity dates, in part or in total, at 100% of the principal amount and the make-whole amount determined at the prepayment date with respect to such principal amount. Deferred financing fees of $1.4 million were recognized on the increase.

On July 2, 2021, the Group received $100 million in proceeds from the issuance of a new debt taking the form of unsecured senior notes consisting of two tranches maturing on July 2, 2029, and July 2, 2033, bearing fixed interest of 2.87% and 3.34%. These notes may be prepaid at any time prior to maturity dates, in part or in total, at 100% of the principal amount and the make-whole amount determined at the prepayment date with respect to such principal amount.

On July 14, 2021, the Group received $30 million in proceeds from the issuance of a new debt taking the form of unsecured senior notes consisting of two tranches maturing on July 14, 2029, and July 14, 2033, bearing fixed interest of 2.89% and 3.37%. These notes may be prepaid at any time prior to maturity dates, in part or in total, at 100% of the principal amount and the make-whole amount determined at the prepayment date with respect to such principal amount.

The debt issuances described above are subject to certain covenants regarding the maintenance of financial ratios. The Group was in compliance with these covenants at year-end (see note 26(f)).

d) Conditional sales contracts

Conditional sales contracts are secured by rolling stock having a carrying value of $126.4 million (December 31, 2021 - $144.5 million,) (see note 9).

e) Principal installments of other long-term debt payable during the subsequent years are as follows:

	Less than 1 year	1 to 5 years	More than 5 years	Total
Unsecured debenture	-	147,558	-	147,558
Unsecured senior notes	-	150,000	930,000	1,080,000
Conditional sales contracts	37,087	51,768	3,967	92,822
	37,087	**349,326**	**933,967**	**1,320,380**

15. Lease liabilities

	As at December 31, 2022	As at December 31, 2021
Current portion of lease liabilities	**115,934**	115,344
Long-term portion of lease liabilities	**297,105**	313,862
	413,039	429,206

The table below summarizes changes to the lease liabilities:

	Note	**2022**	2021
Balance at beginning of year		**429,206**	355,986
Business combinations	5	**28,269**	111,590
Sale of business	6	**(3,129)**	-
Additions		**117,221**	90,346
Derecognition*		**(16,285)**	(15,030)
Repayment		**(123,606)**	(115,336)
Effect of movements in exchange rates		**(18,637)**	1,650
Balance at end of year		**413,039**	429,206

* Derecognized lease liabilities include negotiated asset purchases and extinguishments resulting from accidents.

The incremental borrowing rate used on average for 2022 is 4.01% (2021 – 2.59%).

Extension options

Some real estate leases contain extension options exercisable by the Group. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there are significant events or significant changes in circumstances within its control.

The lease liabilities include future lease payments of $9.9 million (2021 – $12.7 million) related to extension options that the Group is reasonably certain to exercise.

The Group has estimated that the potential future lease payments, should it exercise the remaining extension options, would result in an increase in lease liabilities of $377.7 million (2021 - $362.4 million).

The Group does not have a significant exposure to termination options and penalties.

Variable lease payments

Some leases contain variable lease payments which are not included in the measurement of the lease liability. These payments include, amongst others, common area maintenance fees, municipal taxes and vehicle maintenance fees. The expense related to variable lease payments for the year ended December 31, 2022 was $20.6 million (2021 - $18.9 million).

Sub-leases

The Group sub-leases some of its properties. Income from sub-leasing right-of-use assets for the year ended December 31, 2022 was $15.2 million (2021 - $15.4 million), presented in “Other operating expenses”.

Contractual cash flows

The total contractual cash flow maturities of the Group’s lease liabilities are as follows:

	As at December 31, 2022
Less than 1 year	**129,059**
Between 1 and 5 years	**260,095**
More than 5 years	**64,950**
	454,104

For the year ended December 31, 2022, operating lease expenses of $45.6 million (2021 – $42.4 million) were recognized in the consolidated statement of income for leases that either did not meet the definition of a lease under IFRS 16, or were excluded based on practical expedients applied.

16. Employee benefits

TFI International pension plans

The Group sponsors defined benefit pension plans for 99 of its employees (2021 – 105).

These plans are all within Canada and include one unregistered plan. All the defined benefit plans are no longer offered to employees and two defined benefits plans in the past have been converted prospectively to defined contribution plans. Therefore, the future obligation will only vary by actuarial re-measurements.

With the exception of one plan, all other plans do not have recurring contributions for employees. These plans are still required to fund past service costs. The remaining plan is fully funded by the Group.

The Group measures its accrued benefit obligations and the fair value of plan assets for accounting purposes as at December 31 of each year. The most recent actuarial valuation of the pension plans for funding purposes was as of December 31, 2021 and the next required valuation will be as of December 31, 2022.

TForce Freight pension plans

Pursuant to the terms of the purchase agreement for TForce Freight, the Group has recognized defined benefit pension plans for certain participants of the UPS Pension plans. The pension plans have ongoing benefit accruals and new employees that are eligible to participate in the plans once they satisfy the participation requirements. The pension plans include 8,787 active participants (2021 - 9,399).

The plans do not have recurring contributions for employees. These plans are still required to fund past service costs and are fully funded by the Group. The Group measures its accrued benefit obligations and the fair value of plan assets for accounting purposes as at December 31 of each year. The most recent actuarial valuation of the pension plans for funding purposes was as of December 31, 2021.

Information in the tables that follow pertains to all of the Group's defined benefit pension plans.

	December 31, 2022			December 31, 2021		
	TFI International pension plans	**TForce Freight pension plans**	**Total**	TFI International pension plans	TForce Freight pension plans	Total
Defined benefit obligation	**20,189**	**144,110**	**164,299**	27,127	133,653	160,780
Fair value of plan assets	**(10,214)**	**(158,444)**	**(168,658)**	(13,437)	(80,466)	(93,903)
Net defined benefit liability (asset)	**9,975**	**(14,334)**	**(4,359)**	13,690	53,187	66,877

Plan assets comprise:

	December 31, 2022	December 31, 2021
TFI International pension plans		
Equity securities	**7%**	6%
Debt securities	**91%**	89%
Other	**2%**	5%
TForce Freight pension plans		
Equity securities	**95%**	48%
Debt securities	**5%**	52%

All equity and debt securities have quoted prices in active markets. Debt securities are held through mutual funds and primarily hold investments with ratings of AAA, AA or A, based on Moody's ratings.

The other asset categories are real estate investment trusts.

Movement in the present value of the accrued benefit obligation for defined benefit plans:

		December 31, 2022			December 31, 2021		
	Note	**TFI International pension plans**	**TForce Freight pension plans**	**Total**	TFI International pension plans	TForce Freight pension plans	Total
Defined benefit obligation, beginning of year		**27,127**	**133,653**	**160,780**	35,529	-	35,529
Increase through business combinations	5	**-**	**-**	**-**	-	70,261	70,261
Current service cost		**539**	**115,967**	**116,506**	619	54,818	55,437
Interest cost		**730**	**3,522**	**4,252**	814	1,475	2,289
Benefits paid		**(985)**	**(1,283)**	**(2,268)**	(4,885)	(552)	(5,437)
Remeasurement (gain) loss arising from:							
- Demographic		**-**	**(12,200)**	**(12,200)**	-	252	252
- Financial assumptions		**(4,880)**	**(83,707)**	**(88,587)**	(1,402)	7,399	5,997
- Experience		**(489)**	**(11,463)**	**(11,952)**	(426)	-	(426)
Settlement		**-**	**82**	**82**	(3,420)	-	(3,420)
Effect of movements in exchange rates		**(1,853)**	**(461)**	**(2,314)**	298	-	298
Defined benefit obligation, end of year		**20,189**	**144,110**	**164,299**	27,127	133,653	160,780

Movement in the fair value of plan assets for defined benefit plans:

	Note	December 31, 2022 TFI International pension plans	December 31, 2022 TForce Freight pension plans	December 31, 2022 Total	December 31, 2021 TFI International pension plans	December 31, 2021 TForce Freight pension plans	December 31, 2021 Total
Fair value of plan assets,beginning of year		**13,437**	**80,466**	**93,903**	21,147	-	21,147
Increase through business combinations	5	**-**	**-**	**-**	-	4,412	4,412
Interest income		**348**	**3,746**	**4,094**	451	100	551
Employer contributions		**457**	**103,099**	**103,556**	815	75,482	76,297
Benefits paid		**(985)**	**(1,283)**	**(2,268)**	(4,885)	(552)	(5,437)
Fair value remeasurement		**(2,066)**	**(25,407)**	**(27,473)**	(698)	1,008	310
Plan administration expenses		**(59)**	**(1,735)**	**(1,794)**	(112)	-	(112)
Settlement		**-**	**-**	**-**	(3,475)	-	(3,475)
Effect of movements in exchange rates		**(918)**	**(442)**	**(1,360)**	194	16	210
Fair value of plan assets, end of year		**10,214**	**158,444**	**168,658**	13,437	80,466	93,903

Expense recognized in income or loss:

	December 31, 2022 TFI International pension plans	December 31, 2022 TForce Freight pension plans	December 31, 2022 Total	December 31, 2021 TFI International pension plans	December 31, 2021 TForce Freight pension plans	December 31, 2021 Total
Current service cost	**539**	**115,967**	**116,506**	619	54,818	55,437
Net interest cost	**382**	**(224)**	**158**	363	1,375	1,738
Plan administration expenses	**59**	**1,735**	**1,794**	112	-	112
Net settlement	**-**	**82**	**82**	55	-	55
Pension expense	**980**	**117,560**	**118,540**	1,149	56,193	57,342
Actual return on plan assets	**(1,718)**	**(21,661)**	**(23,379)**	(247)	1,108	861

Actuarial losses recognized in other comprehensive income:

	December 31, 2022 TFI International pension plans	December 31, 2022 TForce Freight pension plans	December 31, 2022 Total	December 31, 2021 TFI International pension plans	December 31, 2021 TForce Freight pension plans	December 31, 2021 Total
Amount accumulated in retained earnings, beginning of year	**12,174**	**6,643**	**18,817**	13,304	-	13,304
Recognized during the year	**(3,303)**	**(81,881)**	**(85,184)**	(1,130)	6,643	5,513
Amount accumulated in retained earnings, end of year	**8,871**	**(75,238)**	**(66,367)**	12,174	6,643	18,817
Recognized during the year, net of tax	**(2,435)**	**(61,073)**	**(63,508)**	(833)	4,961	4,128

The significant actuarial assumptions used (expressed as weighted average):

	December 31, 2022 TFI International pension plans	December 31, 2022 TForce Freight pension plans	December 31, 2021 TFI International pension plans	December 31, 2021 TForce Freight pension plans
Defined benefit obligation:				
Discount rate at	**5.0%**	**5.2%**	3.0%	2.9%
Future salary increases	**1.6%**	**2.0%**	1.6%	2.0%
Employee benefit expense:				
Discount rate at	**2.4%**	**5.2%**	5.2%	2.9%
Rate of return on plan assets at	**2.4%**	**5.2%**	5.2%	2.9%
Future salary increases	**3.0%**	**2.0%**	2.0%	2.0%

Assumptions regarding future mortality are based on published statistics and mortality tables. The current longevities underlying the value of the liabilities in the defined benefit plans are as follows:

	December 31, 2022		December 31, 2021	
	TFI International pension plans	**TForce Freight pension plans**	TFI International pension plans	TForce Freight pension plans
Longevity at age 65 for current pensioners				
Males	**22.7**	**19.0**	22.7	20.1
Females	**24.9**	**21.4**	24.9	22.2
Longevity at age 65 for current members aged 45				
Males	**23.6**	**20.6**	23.6	21.7
Females	**25.8**	**22.9**	25.8	23.7

At December 31, 2022 the weighted average duration of the defined benefit obligation was:

TFI International pension plans	9.7
TForce Freight pension plans	18.0

The following table presents the impact of changes of major assumptions on the defined benefit obligation for the years ended:

	2022		2021	
	Increase	**Decrease**	Increase	Decrease
Discount rate (1% movement)	**(25,536)**	**32,517**	(27,922)	36,696
Life expectancy (1-year movement)	**3,911**	**(4,122)**	4,475	(4,650)

Historical information:

	2022	2021	2020	2019	2018
Defined benefit obligation	**164,299**	160,780	35,529	31,449	27,579
Fair value of plan assets	**(168,658)**	(93,903)	(21,147)	(18,108)	(16,581)
(Surplus) deficit in the plan	**(4,359)**	66,877	14,382	13,341	10,998
Experience adjustments arising on plan obligations	**(112,739)**	5,823	3,220	2,116	(2,427)
Experience adjustments arising on plan assets	**(27,473)**	310	1,129	467	(815)

The Group expects contributions of $0.1 million to be paid to its defined benefit plans in 2023.

17. Provisions

		Self insurance	Other	**Total**
Balance at December 31, 2020		47,733	6,522	54,255
Additions through business combinations*	5	125	74,964	75,089
Provisions made during the year		94,885	4,352	99,237
Provisions used during the year		(62,836)	(7,977)	(70,813)
Provisions reversed during the year		(9,259)	-	(9,259)
Unwind of discount on long-term provisions		(929)	-	(929)
Effect of movements in exchange rates		(252)	(171)	(423)
Balance at December 31, 2021		69,467	77,690	**147,157**
Additions through business combinations	5	-	280	**280**
Sale of business	6	(1,465)	-	**(1,465)**
Provisions made during the year		126,439	15,372	**141,811**
Provisions used during the year		(80,040)	(13,470)	**(93,510)**
Provisions reversed during the year		(13,236)	(306)	**(13,542)**
Unwind of discount on long-term provisions		(4,153)	-	**(4,153)**
Effect of movements in exchange rates		(761)	(178)	**(939)**
Balance at December 31, 2022		**96,251**	**79,388**	**175,639**
As at December 31, 2022				
Current provisions		33,918	9,985	**43,903**
Non-current provisions		62,333	69,403	**131,736**
		96,251	**79,388**	**175,639**
As at December 31, 2021*				
Current provisions		26,771	12,241	39,012
Non-current provisions		42,696	65,449	108,145
		69,467	77,690	147,157

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

Self-insurance provisions represent the uninsured portion of outstanding claims at year-end. The current portion reflects the amount expected to be paid in the following year. Due to the long-term nature of the liability, the provision has been calculated using a discount rate of 3.99% (2021 – 1.3%). Other provisions include mainly litigation provisions of $42.3 million (2021 - $34.6 million) and environmental remediation liabilities of $23.4 million (2021 - $26.5 million). Litigation provisions contain various pending claims for which management used judgement and assumptions about future events. The outcomes will depend on future claim developments.

18. Deferred tax assets and liabilities

	December 31, 2022	December 31, 2021*
Property and equipment	**(360,111)**	(432,334)
Intangible assets	**(72,032)**	(78,888)
Right-of-use assets	**7,497**	8,025
Employee benefits	**23,111**	43,821
Provisions	**53,818**	57,961
Tax losses	**5,686**	10,272
Other	**892**	(2,917)
Net deferred tax liabilities	**(341,139)**	(394,060)
Presented as:		
Deferred tax assets	**27,047**	29,695
Deferred tax liabilities	**(368,186)**	(423,755)

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

Movement in temporary differences during the year:

	Balance December 31, 2021*	**Recognized in income or loss**	**Recognized directly in equity**	**Disposal of business**	**Acquired in business combinations**	**Balance December 31, 2022**
Property and equipment	(432,334)	1,397	7,194	67,442	(3,810)	**(360,111)**
Intangible assets	(78,888)	8,231	1,956	8,490	(11,821)	**(72,032)**
Long-term debt	8,025	(31)	(497)	-	-	**7,497**
Employee benefits	43,821	6,711	(27,421)	-	-	**23,111**
Provisions	57,961	(4,466)	406	(1,490)	1,407	**53,818**
Tax losses	10,272	(4,058)	(545)	-	17	**5,686**
Other	(2,917)	696	2,755	-	358	**892**
Net deferred tax liabilities	(394,060)	8,480	(16,152)	74,441	(13,848)	**(341,139)**

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

	Balance December 31, 2020	**Recognized in income or loss**	**Recognized directly in equity**	**Disposal of business**	**Acquired in business combinations***	**Balance December 31, 2021**
Property and equipment	(178,087)	(182)	1,402	-	(255,467)	(432,334)
Intangible assets	(73,496)	6,443	(790)	-	(11,045)	(78,888)
Long-term debt	4,852	3,158	15	-	-	8,025
Employee benefits	10,634	3,124	13,384	-	16,679	43,821
Provisions	15,151	14,499	13	-	28,298	57,961
Tax losses	94	(237)	(210)	-	10,625	10,272
Other	(108)	(892)	(1,917)	-	-	(2,917)
Net deferred tax liabilities	(220,960)	25,913	11,897	-	(210,910)	(394,060)

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

19. Share capital and other components of equity

The Company is authorized to issue an unlimited number of common shares and preferred shares, issuable in series. Both common and preferred shares are without par value. All issued shares are fully paid.

The common shares entitle the holders thereof to one vote per share. The holders of the common shares are entitled to receive dividends as declared from time to time. Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Company, the holders of the common shares are entitled to receive the remaining property of the Company upon its dissolution, liquidation or winding-up.

The preferred shares may be issued in one or more series, with such rights and conditions as may be determined by resolution of the Directors who shall determine the designation, rights, privileges, conditions and restrictions to be attached to the preferred shares of such

series. There are no voting rights attached to the preferred shares except as prescribed by law. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of assets of the Company among its shareholders, the holders of the preferred shares of each series are entitled to receive, with priority over the common shares and any other shares ranking junior to the preferred shares of the Company, an amount equal to the redemption price for such shares, plus an amount equal to any dividends declared thereon but unpaid and not more. The preferred shares for each series are also entitled to such other preferences over the common shares and any other shares ranking junior to the preferred shares as may be determined as to their respective series authorized to be issued. The preferred shares of each series shall be on a parity basis with the preferred shares of every other series with respect to payment of dividends and return of capital. There are no preferred shares currently issued and outstanding.

The following table summarizes the number of common shares issued:

(in number of shares)	Note	**2022**	2021
Balance, beginning of year		**92,152,893**	93,397,985
Repurchase and cancellation of own shares		**(6,368,322)**	(2,157,862)
Stock options exercised	21	**754,988**	912,770
Balance, end of period		**86,539,559**	92,152,893

The following table summarizes the share capital issued and fully paid:

	2022	2021
Balance, beginning of year	**1,133,181**	1,120,049
Repurchase and cancellation of own shares	**(68,536)**	(23,449)
Cash consideration of stock options exercised	**16,502**	20,114
Ascribed value credited to share capital on stock options exercised, net of tax	**6,298**	6,210
Issuance of shares on settlement of RSUs, net of tax	**1,784**	10,257
Balance, end of year	**1,089,229**	1,133,181

Pursuant to the normal course issuer bid ("NCIB") which began on November 2, 2022 and ending on November 1, 2023, the Company is authorized to repurchase for cancellation up to a maximum of 6,370,199 of its common shares under certain conditions. As at December 31, 2022, and since the inception of this NCIB, the Company has repurchased and cancelled 436,820 shares.

During 2022, the Company repurchased 6,368,322 common shares at a weighted average price of $89.19 per share for a total purchase price of $568.0 million relating to the NCIB. During 2021, the Company repurchased 2,157,862 common shares at a weighted average price of $91.83 per share for a total purchase price of $198.2 million relating to a previous NCIB. The excess of the purchase price paid over the carrying value of the shares repurchased in the amount of $499.4 million (2021 – $174.7 million) was charged to retained earnings as share repurchase premium.

Contributed surplus

The contributed surplus account is used to record amounts arising on the issue of equity-settled share-based payment awards (see note 21).

Accumulated other comprehensive income ("AOCI")

At December 31, 2022 and 2021, AOCI is comprised of accumulated foreign currency translation differences arising from the translation of the financial statements of foreign operations, financial assets measured at fair value through OCI, gain or loss on net investment hedge, realized gains on investments and defined benefit plan remeasurement gain or loss.

Dividends

In 2022, the Company declared quarterly dividends amounting to a total of $1.16 per outstanding common share when the dividend was declared (2021 – $0.96) for a total of $102.6 million (2021 - $89.1 million). On February 22, 2023, the Board of Directors approved a quarterly dividend of $0.35 per outstanding common share of the Company's capital, for an expected aggregate payment of $30.3 million to be paid on April 17, 2023 to shareholders of record at the close of business on March 31, 2023.

20. Earnings per share

Basic earnings per share

The basic earnings per share and the weighted average number of common shares outstanding have been calculated as follows:

(in thousands of dollars and number of shares)	**2022**	2021*
Net income	**823,232**	754,405
Issued common shares, beginning of period	**92,152,893**	93,397,985
Effect of stock options exercised	**314,112**	593,740
Effect of repurchase of own shares	**(3,107,423)**	(937,480)
Weighted average number of common shares	**89,359,582**	93,054,245
Earnings per share – basic (in dollars)	**9.21**	8.11

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

Diluted earnings per share

The diluted earnings per share and the weighted average number of common shares outstanding after adjustment for the effects of all dilutive common shares have been calculated as follows:

(in thousands of dollars and number of shares)	**2022**	2021*
Net income	**823,232**	754,405
Weighted average number of common shares	**89,359,582**	93,054,245
Dilutive effect:		
Stock options and restricted share units	**1,898,097**	2,281,778
Weighted average number of diluted common shares	**91,257,679**	95,336,023
Earnings per share - diluted (in dollars)	**9.02**	7.91

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

As at December 31, 2022, no stock options were excluded from the calculation of diluted earnings per share (2021 – nil) as none were deemed to be anti-dilutive.

The average market value of the Company's shares for purposes of calculating the dilutive effect of stock options was based on quoted market prices for the period during which the options were outstanding.

21. Share-based payment arrangements

Stock option plan (equity-settled)

The Company offers a stock option plan for the benefit of certain of its employees. The maximum number of shares that can be issued upon the exercise of options granted under the current 2012 stock option plan is 5,979,201. Each stock option entitles its holder to receive one common share upon exercise. The exercise price payable for each option is determined by the Board of Directors at the date of grant, and may not be less than the volume weighted average trading price of the Company's shares for the last five trading days immediately preceding the grant date. The options vest in equal installments over three years and the expense is recognized following the accelerated method as each installment is fair valued separately and recorded over the respective vesting periods. The table below summarizes the changes in the outstanding stock options:

(in thousands of options and in dollars)	**2022**		2021	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
Balance, beginning of year	**2,061**	**25.70**	2,982	24.65
Exercised	**(755)**	**21.84**	(913)	22.30
Forfeited	**(4)**	**40.41**	(8)	23.70
Balance, end of year	**1,302**	**27.89**	2,061	25.70
Options exercisable, end of year	**1,273**	**27.60**	1,705	24.27

The following table summarizes information about stock options outstanding and exercisable at December 31, 2022:

(in thousands of options and in dollars)	Options outstanding		Options exercisable
Exercise prices	Number of options	Weighted average remaining contractual life (in years)	Number of options
18.83	128	0.6	128
26.82	164	1.1	164
23.70	325	2.1	325
30.71	607	3.2	607
40.41	78	4.6	49
	1,302	2.5	1,273

Of the options outstanding at December 31, 2022, a total of 1,106,883 (2021 – 1,669,767) are held by key management personnel.

The weighted average share price at the date of exercise for stock options exercised in 2022 was $99.32 (2021 – $87.65).

In 2022, the Group recognized a compensation expense of $0.4 million (2021 - $1.0 million) with a corresponding increase to contributed surplus.

No stock options were granted during 2022 and 2021 under the Company's stock option plan.

Deferred share unit plan for board members (cash-settled)

The Company offers a deferred share unit ("DSU") plan for its board members. Under this plan, until December 31, 2020, board members may elect to receive cash, DSUs or a combination of both for their compensation. The following table provides the number of DSUs related to this plan:

(in units)	**2022**	2021
Balance, beginning of year	**306,554**	373,926
Paid	**-**	(71,709)
Dividends paid in units	**3,574**	4,337
Balance, end of year	**310,128**	306,554

In 2022, the Group recognized, as a result of the cash-settled director compensation plan, a compensation expense of $1.2 million (2021 – $1.1 million). In personnel expenses, the Group recognized a mark-to-market gain on DSUs of $1.3 million (2021 – loss of $22.9 million). As at December 31, 2022, the total carrying amount of liabilities for cash-settled arrangements recorded in trade and other payables amounted to $31.0 million (2021 – $34.4 million).

Effective January 1, 2021, a new director compensation program was put in place. Quarterly cash amounts are paid to the board members on the 2nd Thursday following each quarter. In addition, an equity portion of compensation are awarded, comprised of restricted share units granted annually effective on the date of each Annual Meeting, with a vesting period of one year.

Performance contingent restricted share unit and performance share unit plans (equity-settled)

The Company offers an equity incentive plan for the benefit of senior employees of the Group. Each participant's annual LTIP allocation is split in two equally weighted awards of performance share units ("PSUs") and of restricted share units (''RSUs''). The PSUs are subject to both performance and time cliff vesting conditions on the third anniversary of the award whereas the RSUs are only subject to a time cliff vesting condition on the third anniversary of the award. The performance conditions attached to the PSUs are equally weighted between absolute earnings before interest and income tax and relative total shareholder return ("TSR"). For purposes of the relative TSR portion, there are two equally weighted comparisons: the first portion is compared against the TSR of a group of transportation industry peers and the second portion is compared against the S&P/TSX60 index.

Restricted share units

On February 7, 2022, the Company granted a total of 63,404 RSUs under the Company's equity incentive plan of which 39,750 were granted to key management personnel. The fair value of the RSUs is determined to be the share price fair value at the date

of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was $98.27 per unit.

On April 28, 2022, the Company granted a total of 10,815 RSUs under the Company's equity incentive plan of which 10,815 were granted to the directors of the Company under the new director compensation plan. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was $83.28 per unit.

On February 8, 2021, the Company granted a total of 78,122 RSUs under the Company's equity incentive plan of which 51,328 were granted to key management personnel. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was $70.59 per unit.

On April 27, 2021, the Company granted a total of 12,924 RSUs under the Company's equity incentive plan of which 12,924 were granted to the directors of the Company under the new director compensation plan. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The RSUs vest on April 30, 2022. The fair value of the RSUs granted was $77.32 per unit.

On December 20, 2021, the Company granted a total of 34,221 RSUs under the Company's equity incentive plan of which 34,221 were granted to key management personnel. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The RSUs vest on April 30, 2022. The fair value of the RSUs granted was $103.66 per unit.

The table below summarizes changes to the outstanding RSUs:

(in thousands of RSUs and in dollars)	**2022**		2021	
	Number of RSUs	**Weighted average grant date fair value**	Number of RSUs	Weighted average grant date fair value
Balance, beginning of year	**272**	**54.27**	299	31.54
Granted	**74**	**96.04**	125	80.29
Reinvested	**3**	**60.68**	4	37.90
Settled	**(49)**	**93.80**	(153)	30.70
Settled on sale of business	**(15)**	**44.19**	-	-
Forfeited	**(13)**	**71.13**	(3)	53.12
Balance, end of year	**272**	**58.33**	272	54.27

The following table summarizes information about RSUs outstanding and exercisable as at December 31, 2022:

(in thousands of RSUs and in dollars)	RSUs outstanding	
Grant date fair value	Number of RSUs	Remaining contractual life (in years)
32.41	131	0.1
83.28	11	0.3
70.59	71	1.1
98.27	59	2.1
	272	0.8

On August 31, 2022, due to the sale of CFI's truckload, Temp Control and Mexican non-asset logistics businesses, a total of 22,876 RSUs were cancelled (14,630 RSUs settled and 8,246 RSUs forfeited), and the employees were compensated based on the plan terms, which require unvested awards to be forfeited and vested awards to be paid out in cash equal to the fair value of the shares. The weighted average share price at the date of settlement of RSUs was $104.28. The Group expensed the total initial grant date fair value of the settled RSUs and the excess of the price paid over the carrying value of shares, in the amount of $0.8 million, was accounted for as repurchase of an equity interest and charged to retained earnings.

The weighted average share price at the date of settlement of the other RSUs vested in 2022 was $83.28 (2021 – $107.76). The excess of the purchase price paid to repurchase shares on the market over the carrying value of awarded RSUs, in the amount of $1.2 million (2021 – $18.9 million), was charged to retained earnings as share repurchase premium.

In 2022, the Group recognized, as a result of RSUs, a compensation expense of $6.9 million (2021 - $8.2 million) with a corresponding increase to contributed surplus.

Of the RSUs outstanding at December 31, 2022, a total of 171,790 (2021 – 171,222) are held by key management personnel.

Performance share units

On February 7, 2022, the Company granted a total of 63,404 PSUs under the Company's equity incentive plan of which 39,750 were granted to key management personnel. The fair value of the PSUs is determined using a Monte Carlo simulation model for the TSR portion and using management's estimates for the absolute earnings before interest and income tax portion. The estimates related to the absolute earnings before interest and income tax portion are revised during the vesting period and the cumulative amount recognized at each reporting date is based on the number of equity instruments for which service and non-market performance conditions are expected to be satisfied. The share-based compensation expense is recognized, through contributed surplus, over the vesting period. The fair value of the PSUs granted was $100.43 per unit as at grant date and $112.71 per unit as at December 31, 2022

On February 8, 2021, the Company granted a total of 78,122 PSUs under the Company's equity incentive plan of which 51,328 were granted to key management personnel. The fair value of the PSUs is determined using a Monte Carlo simulation model for the TSR portion and using management's estimates for the absolute earnings before interest and income tax portion. The estimates related to the absolute earnings before interest and income tax portion are revised during the vesting period and the cumulative amount recognized at each reporting date is based on the number of equity instruments for which service and non-market performance conditions are expected to be satisfied. The share-based compensation expense is recognized, through contributed surplus, over the vesting period. The fair value of the PSUs granted was $89.64 per unit as at grant date and $114.35 per unit as at December 31, 2022 (2021 - $105.53 per unit).
The table below summarizes changes to the outstanding PSUs:

(in thousands of PSUs and in dollars)	**2022**		2021	
	Number of PSUs	**Weighted average grant date fair value**	Number of PSUs	Weighted average grant date fair value
Balance, beginning of year	**226**	**52.25**	147	32.41
Granted	**63**	**100.43**	78	89.64
Reinvested	**3**	**62.94**	3	45.64
Settled	**(6)**	**47.77**	-	-
Added due to performance conditions	**22**	**50.87**	-	-
Settled on sale of business	**(28)**	**46.85**	-	-
Forfeited	**(19)**	**75.59**	(2)	41.65
Balance, end of year	**261**	**62.87**	226	52.25

The following table summarizes information about PSUs outstanding and exercisable as at December 31, 2022:

(in thousands of PSUs and in dollars)		PSUs outstanding
Grant date fair value	Number of PSUs	Remaining contractual life (in years)
32.41	132	0.1
89.64	70	1.1
100.43	59	2.1
	261	0.8

On August 31, 2022, due to the sale of CFI's truckload, Temp Control and Mexican non-asset logistics businesses, a total of 41,380 PSUs, including 18,504 PSUs added for performance conditions met as per PSU plan terms, were cancelled (28,442 PSUs settled and 12,938 PSUs forfeited), and the employees were compensated based on the plan terms, which require unvested awards to be forfeited and vested awards to be paid out in cash equal to the fair value of the shares. The weighted average share price at the date of settlement of PSUs was $104.28. The Group expensed the total fair value of the settled PSUs and the excess of the price paid over the carrying value of shares, in the amount of $0.8 million, was accounted for as repurchase of an equity interest and charged to retained earnings.

In 2022, the Group recognized, as a result of PSUs, a compensation expense of $7.3 million (2021 - $6.2 million) with a corresponding increase to contributed surplus.

Of the PSUs outstanding at December 31, 2022, a total of 171,790 (2021 – 138,141) are held by key management personnel.

22. Materials and services expenses

The Group's materials and services expenses are primarily costs related to independent contractors and vehicle operation expenses. Vehicle operation expenses consists primarily of fuel costs, repairs and maintenance, insurance, permits and operating supplies.

	2022	2021
Independent contractors	**3,394,544**	2,911,393
Vehicle operation expenses	**1,197,647**	904,060
	4,592,191	3,815,453

23. Personnel expenses

	Note	2022	2021
Short-term employee benefits		**2,216,769**	1,863,907
Contributions to defined contribution plans		**9,570**	9,323
Current and past service costs related to defined benefit plans	16	**116,506**	55,437
Termination benefits		**6,688**	6,053
Equity-settled share-based payment transactions	21	**14,648**	15,424
Cash-settled share-based payment transactions	21	**(1,325)**	23,937
		2,362,856	1,974,081

In 2020, the Canada Emergency Wage Subsidy ("CEWS") was established to enable Canadian employers to re-hire workers previously laid off, help prevent further job losses, and to better position themselves to resume normal operations following the COVID-19 pandemic declaration and crisis.

During 2021, certain legal entities within the Company qualified for the CEWS resulting in a $12.3 million (2022 - nil) subsidy that was recorded and offset against personnel expenses, presented in short-term employee benefits, in the consolidated statement of income.

24. Finance income and finance costs

Recognized in income or loss:

Costs (income)	2022	2021
Interest expense on long-term debt and amortization of deferred financing fees	**52,230**	45,953
Interest expense on lease liabilities	**13,264**	13,521
Interest income	**(1,750)**	(2,187)
Net change in fair value and accretion expense of contingent considerations	**216**	1,932
Net foreign exchange loss (gain)	**556**	(1,471)
Net impact of early repayment of contingent consideration	**-**	(1,469)
Other financial expenses	**15,881**	16,739
Net finance costs	**80,397**	73,018
Presented as:		
Finance income	**(1,750)**	(5,127)
Finance costs	**82,147**	78,145

25. Income tax expense

Income tax recognized in income or loss:

	2022	2021
Current tax expense		
Current period	**263,877**	179,821
Adjustment for prior periods	**(12,988)**	(2,102)
	250,889	177,719
Deferred tax expense (recovery)		
Origination and reversal of temporary differences	**(19,834)**	(27,427)
Variation in tax rate	**(242)**	175
Adjustment for prior periods	**11,596**	1,339
	(8,480)	(25,913)
Income tax expense	**242,409**	151,806

Income tax recognized in other comprehensive income:

	2022			2021		
	Before tax	**Tax (benefit) expense**	**Net of tax**	Before Tax	Tax (benefit) expense	Net of tax
Foreign currency translation differences	**(10,148)**	**-**	**(10,148)**	12,960	-	12,960
Defined benefit plan remeasurement gains (losses)	**85,184**	**21,676**	**63,508**	(5,513)	(1,385)	(4,128)
Employee benefit	**304**	**12**	**292**	124	37	87
Loss on net investment hedge	**(76,141)**	**(4,095)**	**(72,046)**	(17,894)	(2,352)	(15,542)
Change in fair value of investment in equity securities	**(6,573)**	**(1,078)**	**(5,495)**	27,803	3,656	24,147
	(7,374)	**16,515**	**(23,889)**	17,480	(44)	17,524

Reconciliation of effective tax rate:

		2022		2021**
Income before income tax		**1,065,641**		906,211
Income tax using the Company's statutory tax rate	**26.5%**	**282,395**	26.5%	240,146
Increase (decrease) resulting from:				
Rate differential between jurisdictions	**-0.2%**	**(2,206)**	-0.3%	(2,297)
Variation in tax rate	**0.0%**	**(242)**	0.0%	175
Non deductible expenses	**0.3%**	**3,105**	0.6%	5,670
Tax deductions and tax exempt income*	**-3.8%**	**(40,172)**	-10.2%	(92,355)
Adjustment for prior periods	**-0.1%**	**(1,392)**	-0.1%	(763)
Multi-jurisdiction tax	**0.1%**	**921**	0.1%	1,230
	22.7%	**242,409**	16.8%	151,806

* Tax deductions and tax exempt income for 2022 is mainly due to the gain on sale of business recorded on the sale of CFI's Truckload, Temp Control and Mexican non-asset logistics businesses resulting in no taxes. In 2021, tax deductions and tax exempt income is mainly due to the tax exempt bargain purchase gain recorded on the acquisition of UPS Freight, which was recasted for adjustments to provisional amounts of UPS Freight prior year's business combination (see note 5d))
** Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

26. Financial instruments and financial risk management

Risks

In the normal course of its operations and through its financial assets and liabilities, the Group is exposed to the following risks:

- credit risk
- liquidity risk
- market risk.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives and processes for managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk management framework

The Group's management identifies and analyzes the risks faced by the Group, sets appropriate risk limits and controls, and monitors risks and adherence to limits. Risk management is reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors has overall responsibility of the Group's risk management framework. The Board of Directors monitors the Group's risks through its audit committee. The audit committee reports regularly to the Board of Directors on its activities.

The Group's audit committee oversees how management monitors and manages the Group's risks and is assisted in its oversight role by the Group's internal audit. Internal audit undertakes both regular and ad hoc reviews of risk, the results of which are reported to the audit committee.

a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligation, and arises principally from the Group's trade receivables. The Group grants credit to its customers in the ordinary course of business. Management believes that the credit risk of trade receivables is limited due to the following reasons:

- There is a broad base of customers with dispersion across different market segments;
- No single customer accounts for more than 5% of the Group's revenue;
- Approximately 85.3% (2021 – 89.7%) of the Group's trade receivables are not past due or 30 days or less past due;
- Bad debt expense has been less than 0.2% of consolidated revenues for the last 2 years.

Exposure to credit risk

The Group's maximum credit exposure corresponds to the carrying amount of the financial assets. The maximum exposure to credit risk at the reporting date was:

	December 31, 2022	December 31, 2021
Trade and other receivables	**1,030,726**	1,056,023

Impairment losses

The aging of trade and other receivables at the reporting date was:

	Total 2022	**Impairment 2022**	Total 2021	Impairment 2021
Not past due	**696,357**	**1,124**	772,077	462
Past due 1 – 30 days	**184,907**	**2,904**	178,641	2,732
Past due 31 – 60 days	**83,676**	**8,712**	63,634	8,195
Past due more than 60 days	**94,824**	**16,298**	68,988	15,928
	1,059,764	**29,038**	1,083,340	27,317

The movement in the allowance for expected credit loss in respect of trade and other receivables during the year was as follows:

	2022	2021
Balance, beginning of year	**27,317**	11,528
Business combinations	**127**	9,561
Sale of business	**(1,914)**	-
Bad debt expenses	**19,644**	10,854
Amount written off and recoveries	**(14,129)**	(4,372)
Effect of movements in exchange rates	**(2,007)**	(254)
Balance, end of year	**29,038**	27,317

b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

Cash inflows and cash outflows requirements from Group's entities are monitored closely and separately to ensure the Group optimizes its cash return on investment. Typically, the Group ensures that it has sufficient cash to meet expected operational expenses; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted. The Group monitors its short and medium-term liquidity needs on an ongoing basis using forecasting tools. In addition, the Group maintains revolving facilities, which have $911.8 million availability as at December 31, 2022 (2021 - $747.6 million) and an additional $185.8 million credit available (CAD $245 million and USD $5 million). The additional credit is available under certain conditions under the Group's syndicated bank agreement (2021 - $198.9 million, CAD $245 million and USD $5 million).

The following are the contractual maturities of the financial liabilities, including estimated interest payment:

	Carrying amount	Contractual cash flows	Less than 1 year	1 to 2 years	2 to 5 years	More than 5 years
2022						
Trade and other payables	**708,768**	**708,768**	**708,768**	**-**	**-**	**-**
Long-term debt	**1,315,757**	**1,659,085**	**80,916**	**268,727**	**229,969**	**1,079,473**
Other financial liability	**8,775**	**8,775**	**8,775**	**-**	**-**	**-**
	2,033,300	**2,376,628**	**798,459**	**268,727**	**229,969**	**1,079,473**
2021*						
Trade and other payables	861,908	861,908	861,908	-	-	-
Long-term debt	1,608,094	1,896,085	404,454	283,736	463,538	744,357
Other financial liability	8,674	8,674	1,561	7,056	57	-
	2,478,676	2,766,667	1,267,923	290,792	463,595	744,357

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

It is not expected that the contractual cash flows could occur significantly earlier, or at significantly different amounts.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return.

The Group buys and sell derivatives, periodically, and also incurs financial liabilities, in order to manage market risks. All such transactions are carried out within the guidelines set by the Group's management and it does not use derivatives for speculative purposes.

d) Currency risk

The Group is exposed to currency risk on financial assets and liabilities, sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. Primarily the Canadian entities are exposed to U.S. dollars and entities having a functional currency other than the Canadian dollars (foreign operations) are not significantly exposed to currency risk. The Group mitigates and manages its future USD cash flow by creating offsetting positions through the use of foreign exchange contracts periodically and USD debt.

To mitigate its financial net liabilities exposure to foreign currency risk related to Canadian entities, the Group designated a portion of its U.S. dollar denominated debt as a hedging item in a net investment hedge.

The Group's financial assets and liabilities exposure to foreign currency risk related to Canadian entities was as follows based on notional amounts:

	2022	2021
Trade and other receivables	**50,732**	50,192
Trade and other payables	**(8,301)**	(4,804)
Long-term debt	**(1,079,774)**	(903,556)
Balance sheet exposure	**(1,037,343)**	(858,168)
Long-term debt designated as investment hedge	**1,080,000**	900,000
Net balance sheet exposure	**42,657**	41,832

The Group estimates its annual net USD denominated cash flow from operating activities at approximately $710 million (2021 - $720 million). This cash flow is earned evenly throughout the year.

The following exchange rates applied during the year:

	December 31, 2022	December 31, 2021
Average USD for the year ended	**1.3013**	1.2535
Closing USD as at	**1.3554**	1.2637

Sensitivity analysis

A 1-cent increase in the U.S. dollar at the reporting date, assuming all other variables, in particular interest rates, remain constant, would have increased (decreased) equity and income or loss by the amounts shown below. The analysis is performed on the same basis for 2021.

	2022		2021	
	1-cent Increase	**1-cent Decrease**	1-cent Increase	1-cent Decrease
Balance sheet exposure	**(7,653)**	**7,653**	(6,791)	6,791
Long-term debt designated as investment hedge	**7,968**	**(7,968)**	7,122	(7,122)
Net balance sheet exposure	**315**	**(315)**	331	(331)

e) Interest rate risk

The Group's intention is to minimize its exposure to changes in interest rates by maintaining a significant portion of fixed-rate interest-bearing long-term debt. This is achieved by periodically entering into interest rate swaps, although no interest rate swaps were in effect during 2022.

At December 31, 2022 and 2021, the interest rate profile of the Group's carrying amount interest-bearing financial instruments excluding the effects of interest rate derivatives was:

	2022	2021
Fixed rate instruments	**1,315,757**	1,044,244
Variable rate instruments	**-**	563,850
	1,315,757	1,608,094

The fair value of the interest rate swaps has been estimated using industry standard valuation models which use rates published on financial capital markets, adjusted for credit risk.

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial liabilities at fair value through income or loss. Therefore a change in interest rates at the reporting date would not affect income or loss.

Cash flow sensitivity analysis for variable rate instruments

A 1% change in interest rates at the reporting date would have increased (decreased) equity and net income or net loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2021.

	2022		2021	
	1% increase	**1% decrease**	1% increase	1% decrease
Interest on variable rate instrument	**-**	**-**	(4,156)	4,156

f) Capital management

For the purposes of capital management, capital consists of share capital and retained earnings of the Group. The Group's objectives when managing capital are:

- To ensure proper capital investment in order to provide stability and competitiveness to its operations;
- To ensure sufficient liquidity to pursue its growth strategy and undertake selective acquisitions;
- To maintain an appropriate debt level so that there are no financial constraints on the use of capital; and
- To maintain investors, creditors and market confidence.

The Group seeks to maintain a balance between the highest returns that might be possible with higher level of borrowings and the advantages and security by a sound capital position.

The Group monitors its long-term debt using the ratios below to maintain an appropriate debt level. The Group's debt-to-equity and debt-to-capitalization ratios are as follows:

	2022	2021*
Long-term debt	**1,315,757**	1,608,094
Shareholders' equity	**2,463,070**	2,310,355
Debt-to-equity ratio	**0.53**	0.70
Debt-to-capitalization ratio[1]	**0.35**	0.41

[1] Long-term debt divided by the sum of shareholders' equity and long-term debt.
* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

There were no changes in the Group's approach to capital management during the year.

The Group's credit facility agreement requires monitoring two ratios on a quarterly basis. The first is a ratio of total debt plus letters of credit and some other long-term liabilities less cash (unrestricted cash for the credit facility and cash up to $100 million for the unsecured senior notes) to net income or loss before finance income and costs, income tax expense (recovery), depreciation, amortization, impairment of intangible assets, bargain purchase gain, and gain or loss on sale of land and buildings, assets held for sale and intangible assets ("Adjusted EBITDA"). The second is a ratio of adjusted earnings before interest, income taxes, depreciation and amortization and rent expense ("EBITDAR"), and, including last twelve months adjusted EBITDAR from acquisitions to interest and net rent expenses. These ratios are measured on a consolidated last twelve-month basis and are calculated as prescribed by the credit agreement which, among other things, requires the exclusion of the impact of IFRS 16 leases. These ratios must be kept below a certain threshold so as not to breach a covenant in the Group's syndicated bank. At December 31, 2022 and 2021, the Group was in compliance with its financial covenants.

Management believes that the Group has sufficient liquidity to continue both its operations as well as its acquisition strategy.

Upon maturity of the Group's long-term debt, the Group's management and its Board of Directors will assess if the long-term debt should be renewed at its original value, increased or decreased based on the then required capital need, credit availability and future interest rates.

g) Accounting classification and fair values

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statements of financial position, are as follows:

	December 31, 2022		December 31, 2021*	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial assets				
Assets carried at fair value				
Investment in equity securities	**85,964**	**85,964**	31,391	31,391
Assets carried at amortized cost				
Trade and other receivables	**1,030,726**	**1,030,726**	1,056,023	1,056,023
	1,116,690	**1,116,690**	1,087,414	1,087,414
Financial liabilities				
Liabilities carried at fair value				
Other financial liability	**19,657**	**19,657**	18,599	18,599
Liabilities carried at amortized cost				
Trade and other payables	**708,768**	**708,768**	861,908	861,908
Long-term debt	**1,315,757**	**1,300,591**	1,608,094	1,378,813
	2,044,182	**2,029,016**	2,488,601	2,259,320

* Recasted in fiscal 2022 for adjustments made to provisional amounts of UPS Freight prior year's business combination (see note 5d))

Interest rates used for determining fair value

The interest rates used to discount estimated cash flows, when applicable, are based on the government yield curve at December 31 plus an adequate credit spread, and were as follows:

	2022	2021
Long-term debt	**3.4%**	2.1%

Fair value hierarchy

Group's financial assets and liabilities recorded at fair value on a recurring basis are investment in equity securities discussed above. Investment in equity securities include Level 1 investments that are marked to market with the publicly traded information as at December 31, 2022. The remaining investment in equity securities is measured using level-3 inputs of the fair value hierarchy.

27. Contingencies, letters of credit and other commitments

a) Contingencies

There are pending operational and personnel related claims against the Group. In the opinion of management, these claims are adequately provided for in long-term provisions on the consolidated statements of financial position and settlement should not have a significant impact on the Group's financial position or results of operations.

b) Letters of credit

As at December 31, 2022, the Group had $66.8 million of outstanding letters of credit (2021 - $47.4 million).

c) Other commitments

As at December 31, 2022, the Group had $149.8 million of purchase commitments (2021 – $75.1 million) and $13.9 million of purchase orders for leases that the Group intends to enter into and that are expected to materialize within a year (2021 – $13.2 million).

28. Related parties

Parent and ultimate controlling party

There is no single ultimate controlling party. Although the shares of the Company are widely held, certain institutional investors hold meaningful positions.

Transactions with key management personnel

Board members of the Company, executive officers and top managers of major Group's entities are deemed to be key management personnel. There were no other transactions with key management personnel other than their respective compensation.

Key management personnel compensation

In addition to their salaries, the Company also provides non-cash benefits to board members and executive officers.

Executive officers also participate in the Company's stock option and performance contingent restricted share unit and performance share unit plans and board members are entitled to deferred share units, as described in note 21. Costs incurred for key management personnel in relation to these plans are detailed below.

Key management personnel compensation comprised:

	2022	2021
Short-term benefits	**16,858**	14,427
Post-employment benefits	**800**	793
Equity-settled share-based payment transactions	**10,874**	11,031
	28,532	26,251

29. Subsequent events

Subsequent to year end the Company acquired three businesses for a cash total of $68.8 million and contingent consideration remaining to be evaluated, including the Axsun Group.

Exhibit 99.3



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the fourth quarter and year ended
December 31, 2022

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GENERAL INFORMATION

The following is TFI International Inc.'s management discussion and analysis ("MD&A"). Throughout this MD&A, the terms "Company", "TFI International" and "TFI" shall mean TFI International Inc., and shall include its independent operating subsidiaries. This MD&A provides a comparison of the Company's performance for its three-month period and year ended December 31, 2022 with the corresponding three-month period and year ended December 31, 2021 and it reviews the Company's financial position as of December 31, 2022. It also includes a discussion of the Company's affairs up to February 22, 2023, which is the date of this MD&A. The MD&A should be read in conjunction with the audited consolidated financial statements and accompanying notes as at and for the year ended December 31, 2022.

In this document, all financial data are prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") unless otherwise noted. All amounts are in United States dollars (U.S. dollars), and the term "dollar", as well as the symbol "$", designate U.S. dollars unless otherwise indicated. Variances may exist as numbers have been rounded. This MD&A also uses non-IFRS financial measures. Refer to the section of this report entitled "Non-IFRS Financial Measures" for a complete description of these measures.

The Company's audited consolidated financial statements have been approved by its Board of Directors ("Board") upon recommendation of its audit committee on February 22, 2023. Prospective data, comments and analysis are also provided wherever appropriate to assist existing and new investors to see the business from a corporate management point of view. Such disclosure is subject to reasonable constraints for maintaining the confidentiality of certain information that, if published, would probably have an adverse impact on the competitive position of the Company.

Additional information relating to the Company can be found on its website atwww.tfiintl.com. The Company's continuous disclosure materials, including its annual and quarterly MD&A, annual and quarterly consolidated financial statements, annual report, annual information form, management proxy circular and the various press releases issued by the Company are also available on its website, or directly through the SEDAR system at www.sedar.com, or through the EDGAR system at www.sec.gov/edgar.html.

FORWARD-LOOKING STATEMENTS

The Company may make statements in this report that reflect its current expectations regarding future results of operations, performance and achievements. These are "forward-looking" statements and reflect management's current beliefs. They are based on information currently available to management. Words such as "may", "might", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", "to its knowledge", "could", "design", "forecast", "goal", "hope", "intend", "likely", "predict", "project", "seek", "should", "target", "will", "would" or "continue" and words and expressions of similar import are intended to identify these forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results and those presently anticipated or projected.

The Company wishes to caution readers not to place undue reliance on any forward-looking statements which reference issues only as of the date made. The following important factors could cause the Company's actual financial performance to differ materially from that expressed in any forward-looking statement: the highly competitive market conditions, the Company's ability to recruit, train and retain qualified drivers, fuel price variations and the Company's ability to recover these costs from its customers, foreign currency fluctuations, the impact of environmental standards and regulations, changes in governmental regulations applicable to the Company's operations, adverse weather conditions, accidents, the market for used equipment, changes in interest rates, cost of liability insurance coverage, downturns in general economic conditions affecting the Company and its customers, credit market liquidity, and the Company's ability to identify, negotiate, consummate and successfully integrate business acquisitions.

The foregoing list should not be construed as exhaustive, and the Company disclaims any subsequent obligation to revise or update any previously made forward-looking statements unless required to do so by applicable securities laws. Unanticipated events are likely to occur. Readers should also refer to the section "Risks and Uncertainties" at the end of this MD&A for additional information on risk factors and other events that are not within the Company's control. The Company's future financial and operating results may fluctuate as a result of these and other risk factors.

SELECTED FINANCIAL DATA AND HIGHLIGHTS

(unaudited) *(in thousands of U.S. dollars, except per share data)*	Three months ended December 31			Years ended December 31		
	2022	2021	2020	**2022**	2021*	2020
Revenue before fuel surcharge	**1,616,495**	1,888,423	1,048,147	**7,357,064**	6,468,785	3,484,303
Fuel surcharge	**340,199**	252,491	73,859	**1,455,427**	751,644	296,831
Total revenue	**1,956,694**	2,140,914	1,122,006	**8,812,491**	7,220,429	3,781,134
Adjusted EBITDA[1]	**304,956**	318,466	193,538	**1,425,024**	1,076,479	699,589
Operating income	**216,860**	214,979	117,122	**1,146,038**	979,229	416,567
Net income	**153,494**	144,139	86,328	**823,232**	754,405	275,675
Adjusted net income[1]	**151,759**	148,620	93,357	**731,668**	498,348	299,763
Net cash from operating activities	**248,348**	190,333	164,928	**971,645**	855,351	610,862
Free cash flow[1]	**188,273**	120,749	134,715	**880,892**	700,889	544,644
Per share data						
EPS – diluted	**1.74**	1.52	0.91	**9.02**	7.91	3.03
Adjusted EPS – diluted[1]	**1.72**	1.57	0.98	**8.02**	5.23	3.30
Dividends	**0.35**	0.27	0.23	**1.16**	0.96	0.80
As a percentage of revenue before fuel surcharge						
Adjusted EBITDA margin[1]	**18.9%**	16.9%	18.5%	**19.4%**	16.6%	20.1%
Depreciation of property and equipment	**3.5%**	3.5%	4.2%	**3.4%**	3.5%	4.9%
Depreciation of right-of-use assets	**2.0%**	1.7%	2.1%	**1.7%**	1.7%	2.3%
Amortization of intangible assets	**0.8%**	0.7%	1.3%	**0.8%**	0.9%	1.4%
Operating margin[1]	**13.4%**	11.4%	11.2%	**15.6%**	15.1%	12.0%
Adjusted operating ratio[1]	**87.4%**	89.0%	89.1%	**86.5%**	89.4%	88.5%

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

Q4 Highlights

• Fourth quarter operating income of $216.9 million increased 1% from $215.0 million the same quarter last year, benefiting from contributions from acquisitions made over the past year and strong execution across the organization including an asset-light approach and cost reductions.
• Net income of $153.5 million increased 6% compared to $144.1 million in Q4 2021. Diluted earnings per share (diluted "EPS") of $1.74 increased 14% compared to $1.52 in Q4 2021.
• Adjusted net income[1], a non-IFRS measure, of $151.8 million increased 2% compared to $148.6 million in Q4 2021.
• Adjusted diluted EPS[1], a non-IFRS measure, of $1.72 increased 10% compared to $1.57 in Q4 2021.
• Net cash from operating activities of $248.3 million increased 30% compared to $190.3 million in Q4 2021.
• Free cash flow[1], a non-IFRS measure, of $188.3 million increased 56% compared to $120.7 million in Q4 2021.
• The Company's reportable segments performed as follows:
  o Package and Courier operating income increased 2% to $37.6 million;
  o Less-Than-Truckload operating income decreased 15% to $88.2 million;
  o Truckload operating income increased 16% to $71.8 million; and
  o Logistics operating income increased 4% to $34.2 million.
• During the fourth quarter the Company repurchased and canceled 901,467 shares for $83.5 million.
• On December 15, 2022, the Board of Directors of TFI declared a quarterly dividend of $0.35 per share paid on January 16, 2023, a 30% increase over the quarterly dividend of $0.27 per share dividend declared in Q4 2021.
• During the quarter, TFI International acquired Quévrac Ltee, Boutin and T-Lane Transportation, and subsequent to quarter end acquired selected assets of Stallion Express, LLC and the Axsun Group which will operate in the Logistics segment and D.M. Breton Inc., that will operate in the TL segment.

[1] This is a non-IFRS measure. For a reconciliation, please r *efer to the "Non-IFRS financial measures" section below.*

ABOUT TFI INTERNATIONAL

Services

TFI International is a North American leader in the transportation and logistics industry, operating across the United States and Canada through its subsidiaries. TFI International creates value for shareholders by identifying strategic acquisitions and managing a growing network of wholly-owned operating subsidiaries. Under the TFI International umbrella, companies benefit from financial and operational resources to build their businesses and increase their efficiency. TFI International companies service the following reportable segments:

- Package and Courier ("P&C");
- Less-Than-Truckload ("LTL");
- Truckload ("TL");
- Logistics.

Seasonality of operations

The activities conducted by the Company are subject to general demand for freight transportation. Historically, demand has been relatively stable with the first quarter generally the weakest. Furthermore, during the harsh winter months, fuel consumption and maintenance costs tend to rise.

Human resources

As at December 31, 2022, the Company had 25,836 employees in TFI International's various business segments across North America. This compares to 29,539 employees as at December 31, 2021. The year-over-year decrease of 3,703 is attributable to a decrease of 2,865 due to the sale of CFI's Truckload, Temp Control and Mexican non-asset logistic business (collectively referred to as "CFI"), rationalizations of 2,135 mainly in the LTL segment, offset by an increase from business acquisitions of 1,297 employees . The Company believes that it has a relatively low turnover rate among its employees in Canada, and a normal turnover rate in the U.S. comparable to other U.S. carriers, and that its employee relations are very good.

Equipment

The Company believes it has the largest trucking fleet in Canada and a significant presence in the U.S. market. As at December 31, 2022, the Company had 11,442 tractors, 38,091 trailers and 6,905 independent contractors. This compares to 13,384 tractors, 50,091 trailers and 7,524 independent contractors[1] as at December 31, 2021.

Facilities

TFI International's head office is in Montréal, Québec and its executive office is in Etobicoke, Ontario. As at December 31, 2022, the Company had 544 facilities, as compared to 576 facilities as at December 31, 2021. Of these, 249 are located in Canada, including 165 and 84 in Eastern and Western Canada, respectively. The Company also had 295 facilities in the United States. In the last twelve months, 30 facilities were added from business acquisitions, 23 were removed through the disposal of business and terminal consolidation decreased the total number of facilities by 39, mainly in the TL segment. In Q4 2022, the Company closed 15 sites.

[1] Disclosure updated to reflect only owner operators who were active within the quarter presented.

Customers

The Company has a diverse customer base across a broad cross-section of industries with no single client accounting for more than 5% of consolidated revenue. Because of its customer diversity, as well as the wide geographic scope of the Company's service offerings and the range of segments in which it operates, a downturn in the activities of an individual customer or customers in a particular industry would not be expected to have a material adverse impact on operations. The Company has forged strategic partnerships with other transport companies in order to extend its service offerings to customers across North America.

Revenue by Top Customers' Industry (46% of total revenue)	
Retail	28%
Manufactured Goods	18%
Automotive	12%
Building Materials	8%
Metals & Mining	7%
Food & Beverage	7%
Services	6%
Chemicals & Explosives	4%
Forest Products	3%
Energy	3%
Maritime Containers	1%
Others	3%

(For the year ended December 31, 2022)

CONSOLIDATED RESULTS

This section provides general comments on the consolidated results of operations. A more detailed analysis is provided in the "Segmented Results" section.

2022 business acquisitions

In line with its growth strategy, the Company acquired eleven businesses during 2022.

On March 19, 2022, TFI International acquired Unity Courier Services, Inc. ("Unity"). Unity is a California-based provider of regularly scheduled same-day service and short-term delivery solutions for the US west coast.

On May 27, 2022 TFI International acquired South Shore Transportation Company, Inc. ("South Shore"). Based out of Sandusky, Ohio South Shore, provides flatbed truckload services to the building products segment in the U.S. Midwest.

On June 10, 2022, TFI International acquired selected assets of Premium Ventures Inc ("Premium"). Premium specializes in oversized and overweight freight in Ontario, Canada.

On June 17, 2022, TFI International acquired selected assets of Cedar Creek Express, LLC and DDW Transportation, LLC (collectively referred to as "Cedar Creek"). Cedar Creek operates in the U.S. Midwest and provides food grade tank services.

On July 3, 2022, TFI International acquired selected assets of Transport St-Amour (referred to as "St-Amour"). St-Amour operates in Quebec and provides food grade tank services.

On July 10, 2022, TFI International acquired HO-RO Trucking Company, Inc (referred to as "HO-RO"). HO-RO operates in the North eastern United States and provides flatbed services primarily focusing on delivery of building materials.

On August 28, 2022, TFI International acquired Transport St-Michel Inc., Remorquage St-Michel Inc., and Location Dion Inc., (collectively referred to as "Transport St-Michel"). Based out of Quebec, Transport St-Michel provides a full range of transportation services including flatbed and specialized tank deliveries.

On September 30, 2022, TFI International acquired selected assets of the subsidiaries of LLL Holdings, Inc. (collectively referred to as "Girton"). Girton operates in the U.S. Midwest and specializes in the transportation of liquid commodities.

On October 2, 2022, TFI International acquired Quevrac Ltee ("Quevrac"). Quevrac provides dry bulk transportation, principally cement, in Quebec and Ontario.

On October 30, 2022, TFI International acquired selected assets of Groupe Boutin Inc., V. Boutin Express Inc., Frontenac Express Inc., Transport Jean Beaudry Inc., and Transnat Express Inc. (collectively "Boutin"). Boutin operates in eastern Canada and specializes in truckload and dedicated truckload transportation.

On November 20, 2022, TFI international acquired 0806434 B.C. Ltd, OTM Express Trucking & Logistics 2013 Ltd., 2234360 Alberta Ltd., and 557317 B.C. Ltd. (collectively referred to as "T-Lane"). T-Lane operates in the specialized truckload segment using an asset light model and serving Canada and the United States markets.

Revenue

For the three months ended December 31, 2022, total revenue was $1,956.7 million, down 9%, or $184.2 million, from Q4 2021. The decrease was mainly attributable to the sale of CFI which had sales of $139.2 million in Q4 2021 and a decrease of $102.3 million from existing operations due to a reduction of volumes, offset by contributions from business acquisitions of $57.3 million.

For the year ended December 31, 2022, total revenue was $8.81 billion, up 22%, or $1.59 billion, from 2021. The increase was mainly attributable to the contribution from business acquisitions of $1.44 billion and to an increase of $155.5 million from existing operations, which included an increase in fuel surcharge revenue of $482.0 million, partially offset with the sale of CFI which decreased total revenues by $177.2 million.

Operating expenses

For the three months ended December 31, 2022, the Company's operating expenses decreased by $186.1 million, to $1,739.8 million, down from $1,925.9 million in Q4 2021. The decrease is in-line with the decrease in revenues from the existing operations, the sale of CFI and from an additional $9.3 million gain on the sale of assets held for sale, partially offset by an increase of $49.6 million from business acquisitions.

For the three months ended December 31, 2022, material and services expenses, net of fuel surcharge, decreased by 2.4 percentage points of revenue before fuel surcharge compared to the same period last year due mainly to the impact to an increase in the fuel surcharge.

For the three months ended December 31, 2022, personnel expense decreased 14% to $514.6 million from $598.6 million in Q4 2021. The decrease is in-line with the revenue before fuel surcharge as management responded to the reduction of volume with a corresponding adjustment of personnel costs. This decrease is offset by an increase from business acquisitions of $20.2 million.

Other operating expenses, which are primarily comprised of costs related to office and terminal rent, taxes, heating, telecommunications, maintenance and security and other general administrative expenses, decreased by $13.4 million for the three months ended December 31, 2022 as compared to the same period last year, attributable primarily to a reduction in external personnel costs of $4.0 million and from a reduction in repair and maintenance costs of $4.7 million primarily from the LTL segment.

For the year ended December 31, 2022, the Company's operating expenses increased by $1.43 billion from $6.24 billion in 2021 to $7.67 billion in 2022. The increase is mainly attributable to $1.32 billion from business acquisitions and also from $283.6 million from the prior year bargain purchase gain offset by reductions to the operating expenses from the gain on the sale of CFI of $73.7 million, additional gains on the sale of assets held for sale of $65.7 million and from additional sales of property and equipment of $31.1 million. The operating expenses from existing operations as a percentage of total revenue decreased from 86.4% to 86.0%.

Operating income

For the three months ended December 31, 2022, TFI International's operating income rose by $1.9 million to $216.9 million as compared to $215.0 million in the same quarter in 2021, which included contributions of $7.7 million from business acquisitions and excluded the contribution from CFI of $12.6 million from Q4 2021. The operating margin as a percentage of revenue before fuel surcharge was 13.4% compared to 11.4% in Q4 2021.

For the year ended December 31, 2022, TFI International's operating income rose by $166.8 million to $1,146.0 million as compared to $979.2 million in 2021. The increase is primarily attributable to the increase in revenues and margins during the year in addition to the impact from business acquisitions of $115.1 million, the gain on the sale of CFI of $73.7 million, and the increase in gain on assets held for sale of $65.7 million offset by a $283.6 million bargain purchase gain recognized in 2021 as well as contributions from CFI in 2021 of $17.5 million. The operating margin as a percentage of revenue before fuel surcharge of 15.6% increased compared to 15.1% in the prior year.

Finance income and costs

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
Finance costs (income)	**2022**	2021	**2022**	2021
Interest expense on long-term debt	**11,809**	12,393	**52,230**	45,953
Interest expense on lease liabilities	**3,413**	3,403	**13,264**	13,521
Interest income and accretion on promissory note	**(1,075)**	(1,573)	**(1,750)**	(2,187)
Net change in fair value and accretion expense of contingent considerations	**90**	1,571	**216**	1,932
Net foreign exchange (gain) loss	**(564)**	(939)	**556**	(1,471)
Net impact of early repayment of contingent consideration	**—**	—	**—**	(1,469)
Others	**3,290**	6,586	**15,881**	16,739
Net finance costs	**16,963**	21,441	**80,397**	73,018

Interest expense on long-term debt

Interest expense on long-term debt for the three-month period ended December 31, 2022 was $0.6 million less than the same quarter last year. The decrease resulted from a decrease to the average debt level, based on the month-end debt levels, of $1.32 billion for Q4 2022 compared to an average debt level of $1.58 billion in Q4 2021 which was offset by an increase in the average interest rate on the debt which had increased from 3.15% in Q4 2021 to 3.53% in the current quarter.

For the year ended December 31, 2022 the interest expense was $6.3 million higher than the prior year. The increase resulted from an increase to the average debt level, based on the month-end debt levels, of $1.56 billion for 2022 compared to an average debt level of $1.46 billion in 2021 as well as an increase in the average interest rate on the debt which had increased from 3.18% in 2021 to 3.35% in 2022.

Net foreign exchange gain or loss and net investment hedge

The Company designates as a hedge a portion of its U.S. dollar denominated debt held against its net investments in U.S. operations. This accounting treatment allows the Company to offset the designated portion of foreign exchange gain (or loss) of its debt against the foreign exchange loss (or gain) of its net investments in U.S. operations and present them in other comprehensive income. Net foreign exchange gains or losses recorded in income or loss are attributable to the translation of the U.S. dollar portion of the Company's credit facilities not designated as a hedge and to the translation of other financial assets and liabilities denominated in currencies other than the functional currency. For the three-month period ended December 31, 2022, a gain of $19.7 million of foreign exchange variations (a gain of $20.2 million net of tax) was recorded to other comprehensive income as it relates to the translation of the debt in the net investment hedge. For the three-month period ended December 31, 2021, a gain of $1.8 million of foreign exchange variations (a gain of $1.5 million net of tax) was recorded to other comprehensive income as it relates to the translation of the debt in the net investment hedge.

For the year ended December 31, 2022, a loss of $76.1 million of foreign exchange variations (a loss of $72.0 million net of tax) was recorded to other comprehensive income as it relates to the translation of the debt in the net investment hedge. For the year ended December 31, 2021, a loss of $17.9 million of foreign exchange variations (a loss of $15.5 million net of tax) was recorded to other comprehensive income as it relates to the translation of the debt in the net investment hedge.

Other Financial Expenses

For the three-month period ended December 31, 2022, other financial expenses decreased from $6.6 million in the prior year period to $3.3 million. For the year ended December 31, 2022, other financial expenses decreased $0.9 million to $15.9 million as compared to $16.7 million in the prior year. The other financial expenses are primarily recurring bank charges and transaction fees.

Income tax expense

For the three months ended December 31, 2022, the Company's effective tax rate was 23.2%. The income tax expense of $46.4 million reflects a $6.6 million favorable variance versus an anticipated income tax expense of $53.0 million based on the Company's statutory tax rate of 26.5%. The favorable variance is mainly due to favorable variations from tax deductions and tax exempt income of $6.8 million.

For the year ended December 31, 2022, the Company's effective tax rate was 22.7%. The income tax expense of $242.4 million reflects a $40.0 million favorable variance versus an anticipated income tax expense of $282.4 million based on the Company's statutory tax rate of 26.5%. The favorable variance is mainly due to the tax deductions and tax exempt income of $40.2 million, primarily from the sale of CFI.

Net income and adjusted net income

(unaudited) *(in thousands of U.S. dollars, except per share data)*	Three months ended December 31			Years ended December 31		
	2022	2021*	2020	**2022**	2021*	2020
Net income	**153,494**	144,139	86,328	**823,232**	754,405	275,675
Amortization of intangible assets related to business acquisitions	**13,969**	13,128	13,786	**52,003**	50,498	47,623
Net change in fair value and accretion expense of contingent considerations	**90**	1,571	141	**216**	1,932	224
Net foreign exchange (gain) loss	**(564)**	(939)	373	**556**	(1,471)	(1,237)
(Gain) loss on sale of business and direct attributable costs	**2,069**	—	(306)	**(69,753)**	—	(306)
Bargain purchase gain	**—**	—	—	**—**	(283,593)	(4,008)
Gain on sale of land and buildings and assets held for sale	**(15,941)**	(6,638)	(2,206)	**(77,870)**	(11,978)	(11,893)
(Gain) loss on disposal of intangible assets	**—**	(5)	—	**—**	1	—
Tax impact of adjustments	**(1,358)**	(2,636)	(3,199)	**3,284**	(11,446)	(10,278)
Adjusted net income[1]	**151,759**	148,620	93,357	**731,668**	498,348	299,763
Adjusted EPS – basic[1]	**1.75**	1.60	1.00	**8.19**	5.36	3.36
Adjusted EPS – diluted[1]	**1.72**	1.57	0.98	**8.02**	5.23	3.30

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

For the three months ended December 31, 2022, TFI International's net income was $153.5 million as compared to $144.1 million in Q4 2021. The Company's adjusted net income[1], a non-IFRS measure, which excludes items listed in the above table, was $151.8 million as compared to $148.6 million in Q4 2021, an increase of 2% or $3.2 million. Adjusted EPS, fully diluted, increased by $0.15 to $1.72 from $1.57 in Q4 2021.

For the year ended December 31, 2022, TFI International's net income was $823.2 million as compared to $754.4 million in 2021, which included a bargain purchase gain on the acquisition of UPS Freight of $283.6 million. The Company's adjusted net income[1], a non-IFRS measure, which excludes items listed in the above table, was $731.7 million as compared to $498.3 million in 2021, an increase of 47% or $233.3 million. Adjusted EPS, fully diluted, increased by $2.79 to $8.02 from $5.23 in 2021.

[1] *This is a non-IFRS. For the reconciliation, refer to the "Non-IFRS financial measures" section below.*

SEGMENTED RESULTS

To facilitate the comparison of business level activity and operating costs between periods, the Company compares the revenue before fuel surcharge ("revenue") and reallocates the fuel surcharge revenue to materials and services expenses within operating expenses. Note that "Total revenue" is not affected by this reallocation.

Selected segmented financial information

(unaudited) *(in thousands of U.S. dollars)*	Package and Courier	Less-Than-Truckload*	Truckload	Logistics	Corporate	Eliminations	Total
Three months ended December 31, 2022							
Revenue before fuel surcharge[1]	**129,074**	**720,783**	**403,351**	**375,968**	**—**	**(12,681)**	**1,616,495**
% of total revenue[2]	**9%**	**46%**	**25%**	**20%**			**100%**
Adjusted EBITDA[3]	**43,935**	**126,307**	**104,007**	**43,473**	**(12,766)**	**—**	**304,956**
Adjusted EBITDA margin[3,4]	**34.0%**	**17.5%**	**25.8%**	**11.6%**			**18.9%**
Operating income (loss)	**37,563**	**88,240**	**71,842**	**34,204**	**(14,989)**	**—**	**216,860**
Operating margin[3,4]	**29.1%**	**12.2%**	**17.8%**	**9.1%**			**13.4%**
Total assets less intangible assets[3]	**182,605**	**2,107,874**	**1,085,629**	**263,017**	**274,595**	**—**	**3,913,720**
Net capital expenditures[3]	**6,045**	**57,273**	**14,248**	**131**	**58**	—	**77,755**
Three months ended December 31, 2021							
Revenue before fuel surcharge[1]	150,074	822,911	506,432	427,561	—	(18,555)	1,888,423
% of total revenue[2]	8%	44%	27%	20%			100%
Adjusted EBITDA[3]	43,496	141,189	111,848	42,465	(20,532)	—	318,466
Adjusted EBITDA margin[3,4]	29.0%	17.2%	22.1%	9.9%			16.9%
Operating income (loss)	36,713	103,449	61,803	32,869	(19,855)	—	214,979
Operating margin[3,4]	24.5%	12.6%	12.2%	7.7%			11.4%
Total assets less intangible assets[3]	186,116	2,162,534	1,362,007	292,026	88,059		4,090,742
Net capital expenditures[3]	5,926	46,986	15,113	192	20	—	68,237
YTD December 31, 2022							
Revenue before fuel surcharge[1]	**498,972**	**3,243,557**	**1,986,331**	**1,689,122**	**—**	**(60,918)**	**7,357,064**
% of total revenue[2]	**7%**	**45%**	**28%**	**20%**			**100%**
Adjusted EBITDA[3]	**160,838**	**567,759**	**557,058**	**178,690**	**(39,321)**	**—**	**1,425,024**
Adjusted EBITDA margin[3,4]	**32.2%**	**17.5%**	**28.0%**	**10.6%**			**19.4%**
Operating income (loss)	**134,306**	**470,807**	**366,868**	**140,446**	**33,611**	**—**	**1,146,038**
Operating margin[3,4]	**26.9%**	**14.5%**	**18.5%**	**8.3%**			**15.6%**
Total assets less intangible assets[3]	**182,605**	**2,107,874**	**1,085,629**	**263,017**	**274,595**	**—**	**3,913,720**
Net capital expenditures[3]	**10,636**	**132,814**	**31,658**	**676**	**170**	**—**	**175,954**
YTD December 31, 2021							
Revenue before fuel surcharge[1]	560,147	2,440,640	1,901,157	1,620,926	—	(54,085)	6,468,785
% of total revenue[2]	9%	39%	30%	23%			100%
Adjusted EBITDA[3]	134,845	415,641	431,181	169,005	(74,193)	—	1,076,479
Adjusted EBITDA margin[3,4]	24.1%	17.0%	22.7%	10.4%			16.6%
Operating income (loss)	108,440	572,798	230,189	142,794	(74,992)	—	979,229
Operating margin[3,4]	19.4%	23.5%	12.1%	8.8%			15.1%
Total assets less intangible assets[3]	186,116	2,162,534	1,362,007	292,026	88,059	—	4,090,742
Net capital expenditures[3]	14,445	52,703	69,177	316	141	—	136,782

** Recasted for adjustments to provisional amounts for UPS Freight prior year business combination.*

[1] Includes intersegment revenue.

[2] Segment revenue including fuel surcharge and intersegment revenue to consolidated revenue including fuel surcharge and intersegment revenue.

[3] This is a non-IFRS measures. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

[4] As a percentage of revenue before fuel surcharge.

Package and Courier

(unaudited)	Three months ended December 31				Years ended December 31			
(in thousands of U.S. dollars)	**2022**	**%**	2021	**%**	**2022**	**%**	2021	**%**
Total revenue	**172,381**		177,368		**650,844**		641,449	
Fuel surcharge	**(43,307)**		(27,294)		**(151,872)**		(81,302)	
Revenue	**129,074**	**100.0%**	150,074	100.0%	**498,972**	**100.0%**	560,147	100.0%
Materials and services expenses (net of fuel surcharge)	**42,784**	**33.1%**	60,636	40.4%	**167,725**	**33.6%**	243,786	43.5%
Personnel expenses	**35,877**	**27.8%**	39,060	26.0%	**144,650**	**29.0%**	154,820	27.6%
Other operating expenses	**6,667**	**5.2%**	6,905	4.6%	**26,845**	**5.4%**	26,762	4.8%
Depreciation of property and equipment	**3,080**	**2.4%**	3,297	2.2%	**12,863**	**2.6%**	12,392	2.2%
Depreciation of right-of-use assets	**3,135**	**2.4%**	3,300	2.2%	**13,024**	**2.6%**	13,109	2.3%
Amortization of intangible assets	**157**	**0.1%**	186	0.1%	**645**	**0.1%**	903	0.2%
Gain on sale of rolling stock and equipment	**(189)**	**-0.1%**	(23)	-0.0%	**(1,087)**	**-0.2%**	(59)	-0.0%
(Gain) loss on derecognition of right-of-use assets	**-**	**-**	-	-	**1**	**0.0%**	(7)	-0.0%
Loss on disposal of intangible assets	**-**	**-**	-	-	**-**	**-**	1	0.0%
Operating income	**37,563**	**29.1%**	36,713	24.5%	**134,306**	**26.9%**	108,440	19.4%
Adjusted EBITDA[1]	**43,935**	**34.0%**	43,496	29.0%	**160,838**	**32.2%**	134,845	24.1%
Return on invested capital[1]		**32.5%**		25.3%				

[1] This is a non-IFRS measure. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

Operational data								
(unaudited)	Three months ended December 31				Years ended December 31			
(Revenue in U.S. dollars)	**2022**	2021	Variance	%	**2022**	2021	Variance	%
Revenue per pound (including fuel)	**$0.47**	$0.43	$0.04	9.3%	**$0.48**	$0.44	$0.04	9.1%
Revenue per pound (excluding fuel)	**$0.35**	$0.36	$(0.01)	-2.8%	**$0.37**	$0.39	$(0.02)	-5.1%
Revenue per package (excluding fuel)	**$5.59**	$6.11	$(0.52)	-8.5%	**$5.88**	$6.21	$(0.33)	-5.3%
Tonnage (in thousands of metric tons)	**167**	187	(20)	-10.7%	**614**	656	(42)	-6.4%
Packages (in thousands)	**23,107**	24,581	(1,474)	-6.0%	**84,915**	90,257	(5,342)	-5.9%
Average weight per package (in lbs.)	**15.93**	16.77	(0.84)	-5.0%	**15.94**	16.03	(0.09)	-0.6%
Vehicle count, average	**1,028**	1,139	(111)	-9.7%	**1,046**	1,069	(23)	-2.2%
Weekly revenue per vehicle (incl. fuel, in thousands of U.S. dollars)	**$12.90**	$11.98	$0.92	7.7%	**$11.97**	$11.54	$0.43	3.7%

Revenue

For the three months ended December 31, 2022, revenue of $129.1 million compared to $150.1 million in Q4 2021. This decrease is mostly attributable to a 6.0% decrease in packages combined with an 8.5% decrease in revenue per package (excluding fuel surcharge). The decrease in revenue per package is attributable to a decrease of 2.8% in revenue per pound (excluding fuel surcharge) and a 5.0% decrease in the average weight per package. The decrease in packages is attributable to a decline in market demand, primarily in business-to-consumer deliveries.

For the year ended December 31, 2022, revenue of $499.0 million compared to $560.1 million in 2021. This decrease is attributable to a 5.3% decrease in revenue per package combined with a 5.9% decrease in packages related primarily to softness in the business-to-consumer market.

Operating expenses

For the three months ended December 31, 2022, materials and services expenses, net of fuel surcharge revenue, decreased $17.9 million, or 29.4%, mostly due to an increase of $16.0 million in fuel surcharge revenue combined with a $1.0 million reduction in tires and rolling stock maintenance and repairs expenses. Personnel expenses decreased by $3.2 million, or 8.1%, as management responded to a decrease in volumes.

For the year ended December 31, 2022, materials and services expenses, net of fuel surcharge revenue, decreased $76.1 million, or 31.2%, mostly due to a $70.6 million increase in fuel surcharge revenue combined with a decrease of $6.3 million in sub-contracted P&D costs driven by lower volumes. This was partially offset by a $5.1 million increase in linehaul purchases mainly due to higher fuel surcharge paid to linehaul sub-contractors. Personnel expenses, specifically direct labor, decreased by $10.2 million, or 6.6%, primarily due to a decrease in volumes.

Operating income

Operating income for the three months ended December 31, 2022, increased by $0.9 million, or 2.4%, compared to the fourth quarter of 2021. The operating margin of 29.1% in the fourth quarter of 2022 was an improvement compared to 24.4% for the same period in 2021.

For the year ended December 31, 2022, operating income increased by $25.9 million, from $108.4 million in 2021 to $134.3 million in 2022 driven by consistent focus on improving the quality of freight and the efficiency of the network.

The return on invested capital increased 720 basis points, from 25.3% in the trailing twelve months ended December 31, 2021, to 32.5% in the twelve months ended December 31, 2022. The operating margin was 26.9% in 2022 compared to 19.4% in 2021.

Less-Than-Truckload

(unaudited)	Three months ended December 31				Years ended December 31			
(in thousands of U.S. dollars)	**2022**	**%**	2021	**%**	**2022**	**%**	2021*	**%**
Total revenue	**903,713**		959,546		**4,023,163**		2,815,390	
Fuel surcharge	**(182,930)**		(136,635)		**(779,606)**		(374,750)	
Revenue	**720,783**	**100.0%**	822,911	100.0%	**3,243,557**	**100.0%**	2,440,640	100.0%
Materials and services expenses (net of fuel surcharge)	**226,839**	**31.5%**	274,166	33.3%	**1,003,662**	**30.9%**	848,273	34.8%
Personnel expenses	**311,248**	**43.2%**	348,237	42.3%	**1,432,857**	**44.2%**	1,022,214	41.9%
Other operating expenses	**58,050**	**8.1%**	60,196	7.3%	**243,347**	**7.5%**	155,992	6.4%
Depreciation of property and equipment	**26,374**	**3.7%**	25,846	3.1%	**104,850**	**3.2%**	73,242	3.0%
Depreciation of right-of-use assets	**9,641**	**1.3%**	9,398	1.1%	**38,985**	**1.2%**	33,050	1.4%
Amortization of intangible assets	**2,065**	**0.3%**	2,495	0.3%	**8,831**	**0.3%**	9,768	0.4%
Bargain Purchase Gain	**-**	**-**	-	-	**-**	**-**	(271,593)	-11.1%
Gain on sale of rolling stock and equipment	**(1,601)**	**-0.2%**	(842)	-0.1%	**(4,056)**	**-0.1%**	(907)	-0.0%
Gain on derecognition of right-of-use assets	**(60)**	**-0.0%**	(35)	-0.0%	**(12)**	**-0.0%**	(573)	-0.0%
(Gain) loss on sale of land and buildings and assets held for sale	**(13)**	**-0.0%**	1	0.0%	**(55,714)**	**-1.7%**	(1,624)	-0.1%
Operating income	**88,240**	**12.2%**	103,449	12.6%	**470,807**	**14.5%**	572,798	23.5%
Adjusted EBITDA[1]	**126,307**	**17.5%**	141,189	17.2%	**567,759**	**17.5%**	415,641	17.0%

* Recasted for adjustments to provisional amounts for UPS Freight prior year business combination

[1] This is a non-IFRS measure. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

Operational data								
(unaudited)	Three months ended December 31				Years ended December 31			
(Revenue in U.S. dollars)	**2022**	2021	Variance	%	**2022**	2021	Variance	%
U.S. LTL								
Revenue (in thousands of dollars)[1]	**475,389**	568,761	(93,372)	-16.4%	**2,186,668**	1,586,228	600,440	37.9%
Adjusted Operating Ratio[2]	**90.4%**	89.4%			**89.9%**	90.1%		
Revenue per hundredweight (excluding fuel)[1]	**$30.05**	$29.20	$0.85	2.9%	**$29.67**	$28.52	$1.15	4.0%
Revenue per shipment (excluding fuel)[1]	**$322.74**	$310.97	$11.77	3.8%	**$320.20**	$299.91	$20.29	6.8%
Revenue per hundredweight (including fuel)[1]	**$39.04**	$34.76	$4.28	12.3%	**$38.03**	$33.57	$4.46	13.3%
Revenue per shipment (including fuel)[1]	**$419.26**	$371.17	$48.09	13.3%	**$410.38**	$353.06	$57.32	16.2%
Tonnage (in thousands of tons)[1]	**791**	974	(183)	-18.8%	**3,685**	2,781	904	32.5%
Shipments (in thousands)[1]	**1,473**	1,829	(356)	-19.5%	**6,829**	5,289	1,540	29.1%
Average weight per shipment (in lbs)[1]	**1,074**	1,065	9	0.8%	**1,079**	1,052	27	2.6%
Average length of haul (in miles)[1]	**1,092**	1,110	(18)	-1.6%	**1,101**	1,089	12	1.1%
Vehicle count, average[4]	**4,410**	4,583	(173)	-3.8%	**4,685**	4,866	(181)	-3.7%
Return on invested capital[2,3]	**18.8%**	-						
Canadian LTL								
Revenue (in thousands of dollars)	**123,176**	144,697	(21,521)	-14.9%	**548,012**	556,891	(8,879)	-1.6%
Adjusted Operating Ratio[2]	**75.3%**	78.3%			**74.0%**	79.9%		
Revenue per hundredweight (excluding fuel)	**$10.84**	$11.13	$(0.29)	-2.6%	**$11.26**	$10.80	$0.46	4.3%
Revenue per shipment (excluding fuel)	**$235.97**	$223.30	$12.67	5.7%	**$241.95**	$222.40	$19.55	8.8%
Revenue per hundredweight (including fuel)[1]	**$14.46**	$13.33	$1.13	8.5%	**$14.65**	$12.62	$2.03	16.1%
Revenue per shipment (including fuel)[1]	**$314.61**	$267.43	$47.18	17.6%	**$314.88**	$260.01	$54.87	21.1%
Tonnage (in thousands of tons)	**568**	650	(82)	-12.6%	**2,434**	2,579	(145)	-5.6%
Shipments (in thousands)	**522**	648	(126)	-19.4%	**2,265**	2,504	(239)	-9.5%
Average weight per shipment (in lbs)	**2,176**	2,006	170	8.5%	**2,149**	2,060	89	4.3%
Average length of haul (in miles)	**734**	791	(57)	-7.2%	**748**	773	(25)	-3.2%
Vehicle count, average	**808**	810	(2)	-0.2%	**800**	837	(37)	-4.4%
Return on invested capital[2]	**24.0%**	17.8%						

[1] Operational statistics exclude figures from Ground Freight Pricing ("GFP").

[2] This is a non-IFRS measure. For a reconciliation please refer to the "Non-IFRS and Other Financial Measures" section below.

[3] The Return on invested capital for the U.S. LTL is not disclosed as the trailing twelve-month information is not available for fiscal 2021, as it was acquired on April 30, 2021.

[4] The vehicle count average for the year ended December 31, 2021 was adjusted to calculate the average since the acquisition of UPS Freight on April 30, 2021. As at December 31, 2022 the active vehicle count was 4,046.

Revenue

For the three months ended December 31, 2022, revenue decreased by $102.1 million to $720.8 million. This decrease was mainly due to a 16.4%, or $93.4 million reduction coming from the Company's U.S. LTL operations, combined with a 14.9%, or $21.5 million reduction in the Canadian LTL operation, but partially offset by a 13.1% or $14.6 million increase in revenue coming from Ground with Freight Pricing (GFP). The reduction in U.S. LTL revenue was the result of a 19.5% decrease in shipment count partially offset by a 3.8% increase in revenue per shipment (excluding fuel) when compared to the fourth quarter of 2021. The decrease was primarily driven by the Company's intentional elimination of unprofitable freight combined with softer volumes due to a weaker end market. The Canadian LTL operation revenue decrease was caused by a 19.4% decrease in shipment count, partially offset by a 5.7% increase in revenue per shipment (excluding fuel). The increase in Canadian LTL revenue per shipment was the result of an 8.5% increase in

average weight per shipment, partially offset by a 2.6% decrease in revenue per hundredweight (before fuel). The increase in GFP revenue is mostly coming from an impressive 11.6% increase in shipments delivered.

For the year ended December 31, 2022, revenue increased $802.9 million to $3,243.6 million. The increase is mainly attributable to business acquisitions contributions in the U.S. LTL of $933.3 million. The revenue from existing operations increased $21.5 million, or 4%, compared to the prior year.

Operating expenses

For the three months ended December 31, 2022, materials and services expenses, net of fuel surcharge revenue, decreased $47.3 million, or 17.3%, attributable to $46.3 million higher fuel surcharge revenue, combined with a $12.1 million reduction in sub-contractor costs and partially offset by an $8.2 million increase in fuel cost and a $8.4 million increase in accidents and claims expense. Personnel expenses decreased $37.0 million, mostly from U.S. LTL operations and caused by the reduction of volume in the quarter, but partially offset by an increase in administrative salaries as the Company is progressively creating back-office related jobs in order to exit the Transition Service Agreement with UPS. Other operating expenses decreased $2.1 million, mostly from $5.6 million lower building repairs and maintenance cost combined with $1.3 million lower professional fees but offset by a $4.6 million increase in IT related expenses as the Company had IT costs in the quarter related to the implementation of a new accounting system, again in order to expedite the exit of our Transition Service Agreement with UPS.

For the year ended December 31, 2022, materials and services expenses, net of fuel surcharge revenue, increased by $155.4 million, with $284.7 million attributable to business acquisitions. Materials and services expenses from existing operations decreased $129.3 million, or 15.2%, mostly due to a $217.2 million increase in fuel surcharge revenue, partially offset by a $47.1 million increase in sub-contractor costs and a $42.3 million increase in fuel cost. Personnel expenses from existing operations decreased $42.0 million, or 4.1%, mostly attributable to a reduction in Direct labor cost following the drop in volume. Other operating expenses from existing operations increased $18.2 million when compared to the same period in 2021, $18.1 million coming from bad debt expenses and higher IT costs.

Operating income

Operating income for the three months ended December 31, 2022, decreased by $15.2 million to $88.2 million, mostly from U.S. LTL operations. Adjusted operating ratio, a non-IFRS measure, of Canadian LTL operations improved to 75.3% in the fourth quarter of 2022 as compared to 78.3% in the same quarter in 2021. U.S. LTL operations achieved a 90.4% adjusted operating ratio, a non-IFRS measure, in the fourth quarter of 2022, compared to 89.4% in the fourth quarter of 2021, the increase being mostly attributable to lower volume and higher administrative expenses to implement back-office services while still paying UPS for the Transition Service Agreement.

For the year ended December 31, 2022, operating income of $470.8 million compared to $572.8 million in 2021. U.S. LTL operations operating income decreased $131.3 million, due to a bargain purchase gain of $271.6 million recognized in the prior year, partially offset by a $92.6 million increase from business acquisitions and a $55.1 million increase in the gain on asset held for sale. Canadian LTL operating income increased $29.3 million when compared to the prior year.

The return on invested capital, a non-IFRS measure, of the Company's Canadian based LTL segment was 24.0% in the fourth quarter of 2022, a 620-basis point increase from 17.8% for the 12 months ended December 31, 2021. The increase is mostly related to materially higher operating income, combined with slightly lower invested capital. Return on invested capital of the U.S. LTL operations was 22.8% in the fourth quarter of 2022.

Truckload

(unaudited)	Three months ended December 31				Years ended December 31			
(in thousands of U.S. dollars)	**2022**	**%**	2021	**%**	**2022**	**%**	2021	**%**
Total revenue	**502,784**		584,009		**2,451,038**		2,162,752	
Fuel surcharge	**(99,433)**		(77,577)		**(464,707)**		(261,595)	
Revenue	**403,351**	**100.0%**	506,432	100.0%	**1,986,331**	**100.0%**	1,901,157	100.0%
Materials and services expenses (net of fuel surcharge)	**174,305**	**43.2%**	221,538	43.7%	**821,442**	**41.4%**	823,645	43.3%
Personnel expenses	**115,449**	**28.6%**	160,351	31.7%	**585,891**	**29.5%**	604,041	31.8%
Other operating expenses	**13,709**	**3.4%**	19,193	3.8%	**76,612**	**3.9%**	66,468	3.5%
Depreciation of property and equipment	**26,695**	**6.6%**	35,652	7.0%	**129,013**	**6.5%**	137,301	7.2%
Depreciation of right-of-use assets	**15,730**	**3.9%**	15,087	3.0%	**59,473**	**3.0%**	52,680	2.8%
Amortization of intangible assets	**5,699**	**1.4%**	5,960	1.2%	**23,944**	**1.2%**	21,580	1.1%
Gain on sale of rolling stock and equipment	**(3,981)**	**-1.0%**	(6,338)	-1.3%	**(54,481)**	**-2.7%**	(23,747)	-1.2%
Gain on derecognition of right-of-use assets	**(138)**	**-0.0%**	(160)	-0.0%	**(191)**	**-0.0%**	(431)	-0.0%
Gain on sale of land and buildings and assets held for sale	**(15,959)**	**-4.0%**	(6,649)	-1.3%	**(22,240)**	**-1.1%**	(10,569)	-0.6%
Gain on disposal of intangible assets	**-**	**-**	(5)	-0.0%	**-**	**-**	-	-
Operating income	**71,842**	**17.8%**	61,803	12.2%	**366,868**	**18.5%**	230,189	12.1%
Adjusted EBITDA[1]	**104,007**	**25.8%**	111,848	22.1%	**557,058**	**28.0%**	431,181	22.7%

Operational data	Three months ended December 31				Years ended December 31			
(unaudited)	**2022**	2021	Variance	%	**2022**	2021	Variance	%
Specialized TL[2]								
Revenue (in thousands of U.S. dollars)	**325,493**	328,648	(3,154)	-1.0%	**1,362,390**	1,233,791	128,599	10.4%
Adjusted operating ratio[1]	**87.4%**	89.6%			**83.1%**	88.7%		
Tractor count, average	**3,839**	3,845	(7)	-0.2%	**3,641**	3,722	(81)	-2.2%
Trailer count, average	**11,004**	11,302	(298)	-2.6%	**10,833**	10,912	(79)	-0.7%
Tractor age	**3.6**	3.4	0.2	5.5%	**3.6**	3.4	0.2	5.5%
Trailer age	**11.5**	10.5	1.0	9.8%	**11.5**	10.5	1.0	9.8%
Number of owner operators, average	**1,193**	1,201	(8)	-0.7%	**1,126**	1,217	(91)	-7.5%
Return on invested capital[1]	**13.4%**	9.2%						
Canadian based Conventional TL								
Revenue (in thousands of U.S. dollars)	**79,101**	73,786	5,315	7.2%	**322,553**	250,177	72,376	28.9%
Adjusted operating ratio[1]	**81.1%**	88.4%			**78.7%**	87.9%		
Total mileage (in thousands)	**24,498**	26,467	(1,969)	-7.4%	**93,923**	92,236	1,687	1.8%
Tractor count, average	**858**	728	130	17.9%	**741**	640	102	15.9%
Trailer count, average	**3,636**	3,401	235	6.9%	**3,456**	2,884	572	19.8%
Tractor age	**3.5**	4.1	(0.6)	-13.7%	**3.5**	4.1	(0.6)	-13.7%
Trailer age	**7.3**	7.5	(0.2)	-2.5%	**7.3**	7.5	(0.2)	-2.5%
Number of owner operators, average	**254**	324	(70)	-21.7%	**269**	306	(37)	-12.0%
Return on invested capital[1]	**21.3%**	10.9%						

[1] This is a non-IFRS measure. For a reconciliation, please refer to the "Non-IFRS Financial Measures" section below.

[2] Recasted comparative figures for change in operating segments of the dedicated operations from US Conventional Truckload as a result of the sale of business of CFI.

During Q4 2022, Quevrac and Boutin were acquired and incorporated into the Truckload segment.

Revenue

For the three months ended December 31, 2022, revenue decreased by $103.1 million, or 20%, from $506.4 million in Q4 2021 to $403.4 million. Contributing primarily to this decrease was the impact on revenue from the sale of CFI of $113.8 million and a decrease in revenue from existing operations of $29.5 million, partially offset by contributions from business acquisitions of $40.3 million. For Specialized TL, revenue decreased by $3.2 million, or 1.0%, compared to the prior year period, primarily due to an organic decline of $34.4 million, partially offset by contributions from business acquisitions of $31.3 million. For Canadian based conventional TL operations, revenue increased by $5.3 million, or 7.2%, compared to the same prior year period. The increase was mainly due to a 5.7% improvement in revenue per tractor, driven by a 20.7% improvement in revenue per mile, partially offset by a 12.4% decline in miles per tractor.

For the year ended December 31, 2022, TL revenue increased by $85.2 million, or 4%, from $1,901.2 million in 2021 to $1,986.3 million in 2022. This increase is mainly due to contributions from business acquisitions of $227.6 million, partially offset by the impact on revenue from the sale of CFI of $150.9 million.

Operating expenses

For the three months ended December 31, 2022, operating expenses, net of fuel surcharge, decreased by $113.1 million or 25%, from $444.6 million in 2021 to $331.5 million in 2022. This is mainly due to a decrease in operating expenses of $86.6 million following the sale of CFI and a decrease in operating expenses, net of fuel surcharge, from existing truckload operations of $59.8 million, partially offset by an increase of $33.3 million in operating expenses, net of fuel surcharge, from business acquisitions.

For the year ended December 31, 2022, TL operating expenses, net of fuel surcharge, decreased by $51.5 million or 3%, from $1,671.0 million in 2021 to $1,619.5 million in 2022. This is primarily due to a decrease in operating expenses of $91.3 million following the sale of CFI, an increase in gain on sale

of property and equipment of $42.2 million, and a decrease in operating expenses, net of fuel surcharge, from existing truckload operations, partially offset by an increase of $209.2 million in operating expenses, net of fuel surcharge, from business acquisition.

Operating income

For the three months ended December 31, 2022, operating income for the TL segment was $71.8 million for the three months ended December 31, 2022, up 16% from $61.8 million in the fourth quarter of 2021. Contributions to operating income from business acquisitions were $7.0 million and excluded the contribution from CFI of $12.6 million from Q4 2021.

For the year ended December 31, 2022, operating income in the TL segment increased by $136.7 million, or 59%, from $230.2 million in 2021 to $366.9 million in 2022. The increase was primarily organic, in addition to gains on sale of rolling stock and equipment of $42.2 million and, contributions from business acquisitions of $18.5 million and excluded the contribution from CFI of $17.5 million.

Return on invested capital, a non-IFRS measure, for the Specialized TL segment increased to 13.4% as compared to 9.2% in the same prior year period due primarily to an increase in operating income. The return on invested capital, a non-IFRS measure, for Canadian based Conventional TL was 21.3%, up from 10.9% for the same prior year period, reflecting an increase in operating income.

Logistics

(unaudited)	Three months ended December 31				Years ended December 31			
(in thousands of U.S. dollars)	**2022**	**%**	2021	**%**	**2022**	**%**	2021	**%**
Total revenue	**394,071**		441,086		**1,763,280**		1,662,072	
Fuel surcharge	**(18,103)**		(13,525)		**(74,158)**		(41,146)	
Revenue	**375,968**	**100.0%**	427,561	100.0%	**1,689,122**	**100.0%**	1,620,926	100.0%
Materials and services expenses (net of fuel surcharge)	**269,625**	**71.7%**	323,164	75.6%	**1,232,049**	**72.9%**	1,223,846	75.5%
Personnel expenses	**35,770**	**9.5%**	29,419	6.9%	**143,505**	**8.5%**	116,523	7.2%
Other operating expenses	**27,107**	**7.2%**	32,443	7.6%	**134,923**	**8.0%**	111,742	6.9%
Depreciation of property and equipment	**333**	**0.1%**	375	0.1%	**1,460**	**0.1%**	1,581	0.1%
Depreciation of right-of-use assets	**3,644**	**1.0%**	3,442	0.8%	**14,794**	**0.9%**	13,943	0.9%
Amortization of intangible assets	**5,292**	**1.4%**	5,776	1.4%	**21,990**	**1.3%**	22,684	1.4%
Bargain purchase gain	**-**	**-**	-	-	**-**	**-**	(12,000)	-0.7%
(Gain) loss on sale of rolling stock and equipment	**(7)**	**-0.0%**	70	0.0%	**(37)**	**-0.0%**	70	0.0%
Gain on derecognition of right-of-use assets	**-**	**-**	-	-	**(8)**	**-0.0%**	(260)	-0.0%
Loss on sale of land and building	**-**	**-**	3	0.0%	**-**	**-**	3	0.0%
Operating income	**34,204**	**9.1%**	32,869	7.7%	**140,446**	**8.3%**	142,794	8.8%
Adjusted EBITDA[1]	**43,473**	**11.6%**	42,465	9.9%	**178,690**	**10.6%**	169,005	10.4%
Return on invested capital[1]	**21.9%**		19.9%					

[1] This is a non-IFRS measure. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

During Q4 2022, T-Lane was acquired and incorporated in the Logistics segment.

Revenue

For the three months ended December 31, 2022, revenue decreased by $51.6 million, or 12%, from $427.6 million in Q4 2021 to $376.0 million in Q4 2022, mainly due to a 3PL volume drop amounting to $42.8 million during the fourth quarter and the remaining revenue decrease from the last mile divisions. The contribution from business acquisitions in the quarter was $10.4 million.

For the year ended December 31, 2022, revenue increased by $68.2 million, or 4%, from $1,620.9 million in 2021 to $1,689.1 million. The increase is attributable to the contribution from business acquisitions of $53.9 million and $14.3 million from existing operations mainly driven by the 3PL business.

Approximately 78% (2021 – 77%) of the Logistics segment's revenues in the quarter were generated from operations in the U.S. and approximately 22% (2021 – 23%) were generated from operations in Canada.

Operating expenses

For the three months ended December 31, 2022, total operating expenses, net of fuel surcharge decreased by $52.9 million, or 13%, relative to the same prior year period, from $394.7 million to $341.8 million. Business acquisitions accounted for a $9.7 million increase in operating expenses, and total operating expenses, net of fuel surcharge, decreased by $62.7 million for existing operations. Materials and services expenses decreased by $54.5 million mostly related to the 3PL and last mile volume decrease. Other operating expenses decreased by $5.8 million, mainly due to a reduction in other administrative costs.

For the year ended December 31, 2022, total operating expenses, net of fuel surcharge increased by $70.5 million, or 5%, from $1,478.1 million to $1,548.7 million. The increase in total operating expenses, net of fuel surcharge, is primarily from business acquisitions of $49.9 million, $8.7 million from existing operations, and $12.0 million from the bargain purchase gain recognized in 2021. The increase from existing operations is mostly from increases from a litigation settlement in the US last mile division of $11.8 million and increased sales commissions of $12.9 million related to revenue growth, offset by decreases in materials and services expense, net of fuel surcharge of $8.1 million and a decrease in personnel expenses of $1.7 million.

Operating income

Operating income for the three months ended December 31, 2022, increased by $1.3 million, or 4%, from $32.9 million to $34.2 million. The increase is partially due to cost management efforts by management and $0.7 million of contributions from business acquisitions.

For the year ended December 31, 2022, operating income decreased by $2.3 million, or 2%. The decrease is due to the $11.8 million settlement expense and the benefit of $12.0 million from the bargain purchase gain included in the 2021 results, offset by $4.1 million from business acquisitions.

The return on invested capital[1], a non-IFRS measure, increased to 21.9% from 19.9% in the same prior year period.

LIQUIDITY AND CAPITAL RESOURCES

Sources and uses of cash

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021	**2022**	2021
Sources of cash:				
Net cash from operating activities	**248,348**	190,333	**971,645**	855,351
Proceeds from sale of property and equipment	**17,685**	22,508	**128,821**	92,842
Proceeds from sale of assets held for sale	**33,956**	10,503	**131,250**	19,869
Net variance in cash and bank indebtedness	**—**	45,647	**—**	—
Net proceeds from long-term debt	**1,172**	71,161	**—**	736,030
Proceeds from the sale of business	**—**	—	**546,228**	—
Others	**13,948**	42,969	**29,682**	64,589
Total sources	**315,109**	383,121	**1,807,626**	1,768,681
Uses of cash:				
Purchases of property and equipment	**111,716**	101,578	**350,824**	268,656
Business combinations, net of cash acquired	**23,180**	96,328	**158,251**	1,008,131
Net variance in cash and bank indebtedness	**14,915**	—	**120,335**	22,168
Net repayment of long-term debt	**—**	—	**272,030**	—
Repayment of lease liabilities	**31,194**	32,035	**123,606**	115,336
Dividends paid	**23,746**	21,406	**97,321**	85,386
Repurchase of own shares	**83,497**	106,863	**567,983**	198,153
Others	**26,861**	24,911	**117,276**	70,851
Total usage	**315,109**	383,121	**1,807,626**	1,768,681

Cash flow from operating activities

For the year ended December 31, 2022, net cash from operating activities increased by 14% to $971.6 million from $855.4 million in 2021. This $116.3 million increase is attributable to an increase in net income and non-cash expenses offset by a decline in non-cash working capital of $163.7 million resulting from an increase in sales which increased the accounts receivable balance, and in particular from the increase in fuel costs for which payments must be made much faster than fuel surcharge revenue is received. The increase in taxes paid of $35.4 million is due to the increase in profits.

[1] *Refer to the section "Non-IFRS financial measures".*

Cash flow used in investing activities

Property and equipment

The following table presents the additions of property and equipment by category for the three-month periods and years ended December 31, 2022 and 2021.

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021	**2022**	2021
Additions to property and equipment:				
Purchases as stated on cash flow statements	**111,716**	101,578	**350,824**	268,656
Non-cash adjustments	**1,321**	1,017	**445**	(1,483)
	113,037	102,595	**351,269**	267,173
Additions by category:				
Land and buildings	**17,498**	11,939	**46,928**	36,902
Rolling stock	**87,306**	85,868	**286,277**	217,080
Equipment	**8,233**	4,788	**18,064**	13,191
	113,037	102,595	**351,269**	267,173

The Company invests in new equipment to maintain its quality of service while minimizing maintenance costs. Its capital expenditures reflect the level of reinvestment required to keep its equipment in good order and to maintain a strategic allocation of its capital resources. The increase in additions in 2022 compared to 2021 is due primarily to the fleet renewal of TForce Freight.

In the normal course of activities, the Company constantly renews its rolling stock equipment generating regular proceeds and gain or loss on disposition. The following table indicates the proceeds and gains or losses from sale of property and equipment and assets held for sale by category for the three-month periods and years ended December 31, 2022 and 2021.

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021	**2022**	2021
Proceeds by category:				
Land and buildings	**33,857**	10,592	**131,684**	19,222
Rolling stock	**17,727**	22,394	**126,034**	93,411
Equipment	**57**	25	**2,353**	78
	51,641	33,011	**260,071**	112,711
Gains (losses) by category:				
Land and buildings	**15,945**	6,638	**77,881**	11,978
Rolling stock	**7,219**	7,309	**59,671**	25,176
Equipment	**(1,414)**	(169)	**63**	(320)
	21,750	13,778	**137,615**	36,834

Business acquisitions

For the year ended December 31, 2022, cash used in business acquisitions, net of cash acquired, totaled $158.3 million to acquire eleven businesses. Refer to the section of this report entitled "2022 business acquisitions" and further information can be found in note 5 of the December 31, 2022 audited consolidated financial statements.

Business dispositions

On August 31, 2022, the Company announced the completion of the sale of CFI's Truckload, Temp Control and Mexican non-asset logistics business to Heartland Express, Inc. which generated proceeds from the sale of business of $546.2 million.

Purchase of investments

For the year ended December 31, 2022 cash used in the purchase of investments was $80.6 million (2021 – $35.9 million). Management has elected to measure these investments at fair value through OCI.

Cash flow used in financing activities

Debt

On March 23, 2022, the Company received $200 million in proceeds from the issuance of new debt taking the form of unsecured senior notes consisting of two tranches maturing on March 23, 2032, and 2037, bearing a fixed interest rate of 3.50% and 3.80%. Deferred financing fees of $0.3 million were recognized on the amount as a result of the transaction.

On March 23, 2022, the Company received an additional $100 million in proceeds from the amended and restated debt agreement signed on July 2, 2021, taking the form of unsecured senior notes as the third tranche maturing on April 2, 2034, bearing a fixed interest rate of 3.55%. Deferred financing fees of $0.1 million were recognized as a result of the transaction.

The two debt instruments described above are subject to certain covenants regarding the maintenance of financial ratios. These are the same covenants as previously required by the Company's syndicated revolving credit agreement as described in note 26(f) of the 2022 annual consolidated financial statements.

The proceeds of two debt issuances were used in full to pay off the unsecured term loan which was due in June 2022 without any penalty.

On September 2, 2022, the Company extended its credit facility until August 16, 2026. Under the new extension, the CAD availability and USD availability remain unchanged. Effective as of September 2, 2022, the interest rate will be the sum of the adjusted term secured overnight financing rate published by the Federal Reverse Bank of New York ("SOFR") plus an applicable margin, which can vary between 113 and 175 basis points based on certain ratios. The change in interest rate did not have a material impact on the Company's financial statements as the Company has no interest rate swaps that hedge variable interest debt. The Company is subject to certain covenants in note 26(f) of the 2022 annual consolidated financial statements with regarding the maintenance of financial ratios. These are the same covenants as previously required by the Company's syndicated revolving credit agreement, the exception of the definition of funded debt for which unrestricted cash shall be reduced from the total amount of the funded debt. Deferred financing fees of $0.8 million were recognized on the increase.

NCIB on common shares

Pursuant to the renewal of the normal course issuer bid ("NCIB"), which began on November 2, 2022 and ending on November 1, 2023, the Company is authorized to repurchase for cancellation up to a maximum of 6,370,199 of its common shares under certain conditions. As at December 31, 2022, and since the inception of this NCIB, the Company has repurchased and canceled 436,820 common shares.

For the year ended December 31, 2022, the Company repurchased 6,368,322 common shares (as compared to 2,157,862 during the same period in 2021) at a weighted average price of $89.19 per share (as compared to $91.83 in the prior year period) for a total purchase price of $499.4 million (as compared to $174.7 million the prior year period).

Free cash flow[1]

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31			Years ended December 31		
	2022	2021	2020	**2022**	2021	2020
Net cash from operating activities	**248,348**	190,333	164,928	**971,645**	855,351	610,862
Additions to property and equipment	**(111,716)**	(102,595)	(60,410)	**(350,824)**	(267,173)	(142,814)
Proceeds from sale of property and equipment	**17,685**	22,508	23,949	**128,821**	92,842	52,116
Proceeds from sale of assets held for sale	**33,956**	10,503	6,248	**131,250**	19,869	24,480
Free cash flow	**188,273**	120,749	134,715	**880,892**	700,889	544,644

The Company's objectives when managing its cash flow from operations are to ensure proper capital investment in order to provide stability and competitiveness for its operations, to ensure sufficient liquidity to pursue its growth strategy, and to undertake selective business acquisitions within a sound capital structure and a solid financial position.

For the year ended December 31, 2022, TFI International generated free cash flow of $880.9 million, compared to $700.9 million in 2021, which represents a year-over-year increase of $180.0 million, or 26%. The increase is due to an increase of $116.3 million in net cash from operating activities as explained above. The additions to property and equipment increased by $83.7 million as compared to the same prior year period as a result of fleet renewals due to the difficulty in procuring equipment in 2021. The proceeds from the sale of property and equipment increased by $36.0 million as compared to the prior year, due to the replenishment of the fleet discussed above and increased prices in the market. The proceeds from assets held for sale increased by $111.4 million from 2021, and are related to the sale of redundant assets.

[1] *This is a non-IFRS measure. Refer to the "Non-IFRS financial measures" section below.*

Free cash flow conversion[1], which measures the level of capital employed to generate earnings, for the year ended December 31, 2022, of 87.7% compares to 87.3% in the same prior year period.

Based on the December 31, 2022, closing share price of $100.24, the free cash flow[1] generated by the Company in the preceding twelve months ($880.9 million, or $10.18 per share outstanding) represented a yield of 10.2%.

Financial position

(unaudited) *(in thousands of U.S. dollars)*	**As at December 31, 2022**	As at December 31, 2021*
Intangible assets	**1,592,110**	1,792,921
Total assets, less intangible assets[1]	**3,913,720**	4,090,742
Long-term debt	**1,315,757**	1,608,094
Lease liabilities	**413,039**	429,206
Shareholders' equity	**2,463,070**	2,310,355

* Recasted for adjustments to provisional amounts for UPS Freight prior year business combination

Compared to December 31, 2021, the Company's total assets less intangible assets, long-term debt and lease liabilities have decreased. These decreases are primarily attributable to the sale of CFI and the associated assets and liabilities. The proceeds from the sale were used to immediately reduce the variable rate debt the Company had on its unsecured revolving facility. The increase in shareholder's equity is mostly due to the repurchase and cancellation of the common shares.

Contractual obligations, commitments, contingencies and off-balance sheet arrangements

The following table indicates the Company's contractual obligations with their respective maturity dates at December 31, 2022, including future interest payments.

(unaudited) *(in thousands of U.S. dollars)*	**Total**	**Less than 1 year**	**1 to 3 years**	**3 to 5 years**	**After 5 years**
Unsecured debenture – *December 2024*	**147,558**	—	147,558	—	—
Unsecured senior notes – *December 2026 to March 2037*	**1,080,000**	—	—	150,000	930,000
Conditional sales contracts	**92,822**	37,087	40,466	11,302	3,967
Lease liabilities	**413,039**	115,934	163,902	73,741	59,462
Interest on debt and lease liabilities	**380,517**	57,324	96,613	75,582	150,998
Total contractual obligations	**2,113,936**	**210,345**	**448,539**	**310,625**	**1,144,427**

On March 23, 2022, the Company received $200 million in proceeds from the issuance of new debt taking the form of unsecured senior notes consisting of two tranches maturing on March 23, 2032, and 2037, bearing a fixed interest rate of 3.50% and 3.80%. Deferred financing fees of $0.3 million were recognized as a result of the transaction.

On March 23, 2022, the Company received an additional $100 million in proceeds from the amendment and restatement of the debt agreement signed on July 2, 2021, taking the form of unsecured senior notes as the third tranche maturing on April 2, 2034, bearing a fixed interest rate of 3.55%. Deferred financing fees of $0.1 million were recognized as a result of the transaction.

The unsecured term loan of $326.1 million which was due in June 2022 was repaid in full with the proceeds from the two debt issuances above.

As at December 31, 2022 the Company's long term debt was comprised 100% of fixed rate debts (2021 – 85.1%) and nil variable rate debt (2021 – 14.9%).

The following table indicates the Company's financial covenants to be maintained under its credit facility. These covenants are measured on a consolidated rolling twelve-month basis and are calculated as prescribed by the credit agreement which, among other things, requires the exclusion of the impact of the new standard IFRS 16 Leases:

(unaudited) ***Covenants***	***Requirements***	***As at December 31, 2022***
Funded debt-to- EBITDA ratio [ratio of total debt, net of cash, plus letters of credit and some other long-term liabilities to earnings before interest, income tax, depreciation and amortization ("EBITDA"), including last twelve months adjusted EBITDA from business acquisitions]	< 3.50	0.96
EBITDAR Coverage Ratio [ratio of EBITDAR (EBITDA before rent and including last twelve months adjusted EBITDAR from business acquisitions) to interest and net rent expenses]	> 1.75	6.22

[1] *This is a non-IFRS measure. Refer to the "Non-IFRS financial measures" section below.*

As at December 31, 2022, the Company had $66.8 million of outstanding letters of credit ($47.4 million on December 31, 2021).

As at December 31, 2022, the Company had $149.8 million of purchase commitments and $13.9 million of purchase orders that the Company intends to enter into a lease that is expected to materialize within a year (December 31, 2021 – $87.5 million and $13.2 million, respectively).

Dividends and outstanding share data

Dividends

The Company declared $30.3 million in dividends, or $0.35 per common share, in the fourth quarter of 2022. The Board of Directors approved a quarterly dividend of $0.35 per outstanding common share of the Company's capital, for an expected aggregate payment of $30.3 million to be paid on April 17, 2023, to shareholders of record at the close of business on March 31, 2023.

Outstanding shares and share-based awards

A total of 86,539,559 common shares were outstanding as at December 31, 2022 (December 31, 2021 – 92,152,893). There was no material change in the Company's outstanding share capital between December 31, 2022 and February 22, 2023.

As at December 31, 2022, the number of outstanding options to acquire common shares issued under the Company's stock option plan was 1,301,972 (December 31, 2021 – 2,060,960) of which 1,272,811 were exercisable (December 31, 2021 – 1,705,284). Each stock option entitles the holder to purchase one common share of the Company at an exercise price based on the volume-weighted average trading price of the Company's shares for the last five trading days immediately preceding the effective date of the grant.

As at December 31, 2022, the number of restricted share units (''RSUs'') granted under the Company's equity incentive plan to its senior employees was 272,330 (December 31, 2021 – 271,704). On February 7, 2022, the Board of Directors approved the grant of 63,404 RSUs under the Company's equity incentive plan. The RSUs will vest in February of the third year following the grant date. Upon satisfaction of the required service period, the plan provides for settlement of the award through shares. On April 28, 2022, the Company granted a total of 10,815 RSUs under the Company's equity incentive plan. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was $83.28 per unit. On August 31, 2022, due to the sale of CFI 22,876 RSUs were forfeited and the employees were compensated based on the text of the plan.

As at December 31, 2021, the number of performance share units (''PSUs'') granted under the Company's equity incentive plan to its senior employees was 261,451 (December 31, 2021 – 225,765). On February 7, 2022, the Board of Directors approved the grant of 63,404 PSUs under the Company's equity incentive plan. The PSUs will vest in February of the third year following the grant date. Upon satisfaction of the required service period, the plan provides for settlement of the award through shares. On August 31, 2022, due to the sale of CFI 41,380 PSUs were canceled, including the 18,504 added for the performance, conditions met, and the employees were compensated based on the text of the plan.

Legal proceedings

The Company is involved in litigation arising from the ordinary course of business primarily involving claims for bodily injury and property damage. It is not feasible to predict or determine the outcome of these or similar proceedings. However, the Company believes the ultimate recovery or liability, if any, resulting from such litigation individually or in total would not materially adversely nor positively affect the Company's financial condition or performance and, if necessary, has been provided for in the financial statements.

OUTLOOK

The North American economic growth forecast from leading economists remains subdued due to a variety of factors including elevated interest rates, high inflation that affects wages, energy and commodity prices, labor shortages, global supply chain challenges, and slower growth in many international markets. TFI International's diversity across industrial and consumer end markets and across many modes of transportation, along with the Company's disciplined approach to operations, helped generate solid results during the fourth quarter, but macro uncertainty and the possibility of economic recession in the year ahead remains.

TFI International's business has proven resilient in the face of recent macro challenges and management remains vigilant in its monitoring for new potential risks that could cause further economic disruption, resulting in additional rounds of declining freight volumes and higher costs that could adversely affect TFI's operating companies and the markets they serve. These uncertainties include but are not limited to geopolitical risk such as the ongoing war in Ukraine, tight labor market conditions, policy changes surrounding international trade, environmental mandates and changes to the tax code in any jurisdictions in which TFI International operates.

Barring a more significant economic downturn, management believes the Company is well positioned for continued solid operational and financial performance in 2023, benefiting from its financial foundation and strong cash flow that allows for strategic investment. The Company strives for a lean cost structure and has a longstanding focus on profitability, efficiency, network density, customer service, optimal pricing, driver retention, and capacity rationalization. TFI also continues to have material synergy opportunities related to the 2021 acquisition of TForce Freight, and has meaningful opportunities to enhance performance within most of its other operations. In addition, TFI's diverse industrial exposure through specialized TL and LTL should continue to benefit from a shift toward domestic manufacturing, while its P&C and Logistics business segments should benefit over the long term from the expansion of e-commerce, which provides both growth and margin expansion opportunities.

Regardless of the operating environment, management's goal is to build shareholder value through consistent adherence to its operating principles, including customer focus, an asset-light approach, and continual efforts to enhance efficiencies. In addition, TFI International values free cash flow generation and strong liquidity with a conservative balance sheet that features a high portion of attractive fixed-rate spreads and limited near-term debt maturities. This strong financial footing allows the Company to prudently invest and pursue select, accretive acquisitions while returning excess capital to shareholders.

SUMMARY OF EIGHT MOST RECENT QUARTERLY RESULTS

(in millions of U.S. dollars, except per share data)	Q4'22	Q3'22	Q2'22	Q1'22	Q4'21	Q3'21	Q2'21*	Q1'21
Total revenue	1,956.7	2,242.0	2,422.3	2,191.5	2,140.9	2,094.0	1,836.7	1,148.8
Adjusted EBITDA[1]	305.0	348.2	441.9	330.0	318.5	296.4	285.4	176.2
Operating income	216.9	318.4	391.0	219.8	215.0	191.6	470.9	101.7
Net income	153.5	245.2	276.8	147.7	144.1	131.6	411.8	66.9
EPS – basic	1.77	2.78	3.05	1.61	1.56	1.42	4.42	0.72
EPS – diluted	1.74	2.72	3.00	1.57	1.52	1.38	4.32	0.70
Adjusted net income[1]	151.8	181.2	241.1	157.6	148.6	138.9	137.2	73.6
Adjusted EPS - diluted[1]	1.72	2.01	2.61	1.68	1.57	1.46	1.44	0.77

[1] This is a non-IFRS measure. For a reconciliation refer to the "Non-IFRS financial measures" section below.

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

The differences between the quarters are mainly the result of seasonality (softer in Q1) and business acquisitions. The increase in Q2 2021 is due to the bargain purchase gain of $283.6 million on the acquisition of UPS Freight, and the Q3 2022 includes a $75.7 million gain on the sale of CFI.

NON-IFRS FINANCIAL MEASURES

Financial data have been prepared in conformity with IFRS, including the following measures:

Operating expenses: Operating expenses include: a) materials and services expenses, which are primarily costs related to independent contractors and vehicle operation; vehicle operation expenses, which primarily include fuel, repairs and maintenance, vehicle leasing costs, insurance, permits and operating supplies; b) personnel expenses; c) other operating expenses, which are primarily composed of costs related to offices' and terminals' rent, taxes, heating, telecommunications, maintenance and security and other general administrative expenses; d) depreciation of property and equipment, depreciation of right-of-use assets, amortization of intangible assets and gain or loss on the sale of rolling stock and equipment, on derecognition of right-of use assets, on sale of business and on sale of land and buildings and assets held for sale; e) bargain purchase gain; and f) impairment of intangible assets.

Operating income (loss): Net income or loss before finance income and costs and income tax expense, as stated in the consolidated financial statements.

This MD&A includes references to certain non-IFRS financial measures as described below. These non-IFRS financial measures are not standardized financial measures under IFRS used to prepare the financial statements of the Company to which the measures relate and might not be comparable to similar financial measures disclosed by other issuers. Accordingly, they should not be considered in isolation, in addition to, not as a substitute for or superior to, measures of financial performance prepared in accordance with IFRS. The terms and definitions of non-IFRS measures used in this MD&A and a reconciliation of each non-IFRS measure to the most directly comparable IFRS measure are provided below.

Adjusted net income: Net income or loss excluding amortization of intangible assets related to business acquisitions, net change in the fair value and accretion expense of contingent considerations, net change in the fair value of derivatives, net foreign exchange gain or loss, impairment of intangible assets, bargain purchase gain, gain or loss on sale of land and buildings, assets held for sale of and building, gain or loss on the sale of business and directly attributable expenses due to disposal, gain or loss on the disposal of intangible assets and U.S. Tax Reform. In presenting an adjusted net income and adjusted EPS, the Company's intent is to help provide an understanding of what would have been the net income and earnings per share in a context of significant business combinations and excluding specific impacts and to reflect earnings from a strictly operating perspective. The amortization of intangible assets related to business acquisitions comprises amortization expense of customer relationships, trademarks and non-compete agreements accounted for in business combinations and the income tax effects related to this amortization. Management also believes, in excluding amortization of intangible assets related to business acquisitions, it provides more information on the amortization of intangible asset expense portion, net of tax, that will not have to be replaced to preserve the Company's ability to generate similar future cash flows. The Company excludes these items because they affect the comparability of its financial results and could potentially distort the analysis of trends in its business performance. Excluding these items does not imply they are necessarily non-recurring. See reconciliation on page 9.

Adjusted earnings per share (adjusted "EPS") - basic: Adjusted net income divided by the weighted average number of common shares.

Adjusted EPS - diluted: Adjusted net income divided by the weighted average number of diluted common shares.

Adjusted EBITDA: Net income before finance income and costs, income tax expense, depreciation, amortization, impairment of intangible assets, bargain purchase gain, and gain or loss on sale of land and buildings, assets held for sale, sale of business, and gain or loss on disposal of intangible assets. Management believes adjusted EBITDA to be a useful supplemental measure. Adjusted EBITDA is provided to assist in determining the ability of the Company to assess its performance.

Segmented adjusted EBITDA refers to operating income (loss) before depreciation, amortization, impairment of intangible assets, bargain purchase gain, gain or loss on sale of business, land and buildings, and assets held for sale and gain or loss on disposal of intangible assets. Management believes adjusted EBITDA to be a useful supplemental measure. Adjusted EBITDA is provided to assist in determining the ability of the Company to assess its performance.

Consolidated adjusted EBITDA reconciliation:

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31			Years ended December 31		
	2022	2021	2020	**2022**	2021*	2020
Net income	**153,494**	144,139	86,328	**823,232**	754,405	275,675
Net finance costs	**16,963**	21,441	15,382	**80,397**	73,018	53,910
Income tax expense	**46,403**	49,399	15,412	**242,409**	151,806	86,982
Depreciation of property and equipment	**56,587**	65,294	43,753	**248,638**	225,007	170,520
Depreciation of right-of-use assets	**32,150**	31,190	21,618	**126,276**	112,782	80,496
Amortization of intangible assets	**13,262**	13,653	13,557	**55,679**	55,243	48,213
(Gain) loss on sale of business	**2,069**	—	(306)	**(73,653)**	—	(306)
Bargain purchase gain	**—**	—	—	**—**	(283,593)	(4,008)
(Gain) loss on sale of land and buildings	**—**	9	5	**(43)**	19	6
Gain on sale of assets held for sale	**(15,972)**	(6,654)	(2,211)	**(77,911)**	(12,209)	(11,899)
(Gain) loss on sale of intangible assets	**—**	(5)	—	**—**	1	—
Adjusted EBITDA	**304,956**	318,466	193,538	**1,425,024**	1,076,479	699,589

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

Segmented adjusted EBITDA reconciliation:

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021	**2022**	2021*
Package and Courier				
Operating income	**37,563**	36,713	**134,306**	108,440
Depreciation and amortization	**6,372**	6,783	**26,532**	26,404
Loss on disposal of intangible assets	**—**	—	**—**	1
Adjusted EBITDA	**43,935**	43,496	**160,838**	134,845
Less-Than-Truckload				
Operating income	**88,240**	103,449	**470,807**	572,798
Depreciation and amortization	**38,080**	37,739	**152,666**	116,060
Bargain purchase gain	**—**	—	**—**	(271,593)
(Gain) loss on sale of land and buildings	**(1)**	6	**—**	16
Gain on sale of assets held for sale	**(12)**	(5)	**(55,714)**	(1,640)
Adjusted EBITDA	**126,307**	141,189	**567,759**	415,641
Truckload				
Operating income	**71,842**	61,803	**366,868**	230,189
Depreciation and amortization	**48,124**	56,699	**212,430**	211,561
(Gain) loss on sale of land and buildings	**1**	—	**(43)**	—
Gain on sale of assets held for sale	**(15,960)**	(6,649)	**(22,197)**	(10,569)
Gain on disposal of intangible assets	**—**	(5)	**—**	—
Adjusted EBITDA	**104,007**	111,848	**557,058**	431,181
Logistics				
Operating income	**34,204**	32,869	**140,446**	142,794
Depreciation and amortization	**9,269**	9,593	**38,244**	38,208
Bargain purchase gain	**—**	—	**—**	(12,000)
Loss on sale of land and buildings	**—**	3	**—**	3
Adjusted EBITDA	**43,473**	42,465	**178,690**	169,005
Corporate				
Operating loss	**(14,989)**	(19,855)	**33,611**	(74,992)
Depreciation and amortization	**154**	(677)	**721**	799
(Gain) loss on sale of business	**2,069**	—	**(73,653)**	—
Adjusted EBITDA	**(12,766)**	(20,532)	**(39,321)**	(74,193)

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

Adjusted EBITDA margin is calculated as adjusted EBITDA as a percentage of revenue before fuel surcharge.

Free cash flow: Net cash from operating activities less additions to property and equipment plus proceeds from sale of property and equipment and assets held for sale. Management believes that this measure provides a benchmark to evaluate the performance of the Company in regard to its ability to meet capital requirements. See reconciliation on page 18.

Free cash flow conversion: Adjusted EBITDA less net capital expenditures, divided by the adjusted EBITDA. Management believes that this measure provides a benchmark to evaluate the performance of the Company in regard to its ability to convert its operating profit into free cash flow.

Free cash flow conversion reconciliation:

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021	**2022**	2021*
Net income	**153,494**	144,139	**823,232**	754,405
Net finance costs	**16,963**	21,441	**80,397**	73,018
Income tax expense	**46,403**	49,399	**242,409**	151,806
Depreciation of property and equipment	**56,587**	65,294	**248,638**	225,007
Depreciation of right-of-use assets	**32,150**	31,190	**126,276**	112,782
Amortization of intangible assets	**13,262**	13,653	**55,679**	55,243
(Gain) loss on the sale of business	**2,069**	—	**(73,653)**	—
Bargain purchase gain	**—**	—	**—**	(283,593)
(Gain) loss on sale of land and buildings	**—**	9	**(43)**	19
Gain on sale of assets held for sale	**(15,972)**	(6,654)	**(77,911)**	(12,209)
(Gain) loss on sale of intangible assets	**—**	(5)	**—**	1
Adjusted EBITDA	**304,956**	318,466	**1,425,024**	1,076,479
Net capital expenditures	**(77,755)**	(68,237)	**(175,954)**	(136,782)
Adjusted EBITDA less net capital expenditures	**227,201**	250,229	**1,249,070**	939,697
Free cash flow conversion	**74.5%**	78.6%	**87.7%**	87.3%

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

Total assets less intangible assets: Management believes that this presents a more useful basis to evaluate the return on the productive assets. The excluded intangibles relate primarily to intangibles assets acquired through business acquisitions.

(unaudited) *(in thousands of U.S. dollars)*	Package and Courier	Less-Than-Truckload	Truckload	Logistics	Corporate	Eliminations	Total
As at December 31, 2022							
Total assets	**362,724**	**2,275,672**	**1,861,093**	**731,564**	**274,777**	**-**	**5,505,830**
Intangible assets	**180,119**	**167,798**	**775,464**	**468,547**	**182**	**-**	**1,592,110**
Total assets less intangible assets	**182,605**	**2,107,874**	**1,085,629**	**263,017**	**274,595**	**-**	**3,913,720**
As at December 31, 2021*							
Total assets	379,881	2,351,138	2,317,615	746,638	88,391	-	5,883,663
Intangible assets	193,765	188,604	955,608	454,612	332	-	1,792,921
Total assets less intangible assets	186,116	2,162,534	1,362,007	292,026	88,059	-	4,090,742

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

Net capital expenditures: Additions to rolling stock and equipment, net of proceeds from the sale of rolling stock and equipment and assets held for sale excluding property. Management believes that this measure illustrates the recurring net capital expenditures which is required for the respective period.

(unaudited) *(in thousands of U.S. dollars)*	Package and Courier	Less-Than-Truckload	Truckload	Logistics	Corporate	Eliminations	Total
Three months ended December 31, 2022							
Additions to rolling stock	**5,786**	**58,353**	**23,167**	**-**	**-**		**87,306**
Additions to equipment	**579**	**5,025**	**2,134**	**437**	**58**		**8,233**
Proceeds from the sale of rolling stock	**(320)**	**(6,399)**	**(11,252)**	**(115)**	**-**		**(18,086)**
Proceeds from the sale of equipment	**-**	**294**	**199**	**(191)**	**-**		**302**
Net capital expenditures	**6,045**	**57,273**	**14,248**	**131**	**58**		**77,755**
Three months ended December 31, 2021							
Additions to rolling stock	4,794	47,680	33,394	-	-		85,868
Additions to equipment	1,112	1,620	1,801	235	20		4,788
Proceeds from the sale of rolling stock	20	(2,313)	(20,075)	(26)	-		(22,394)
Proceeds from the sale of equipment	-	(1)	(7)	(17)	-		(25)
Net capital expenditures	5,926	46,986	15,113	192	20		68,237
YTD ended December 31, 2022							
Additions to rolling stock	**9,991**	**134,898**	**141,388**	**—**	**-**		**286,277**
Additions to equipment	**2,227**	**10,888**	**3,747**	**1,032**	**170**		**18,064**
Proceeds from the sale of rolling stock	**(1,579)**	**(13,067)**	**(111,582)**	**(165)**	**-**		**(126,393)**
Proceeds from the sale of equipment	**(3)**	**95**	**(1,895)**	**(191)**	**-**		**(1,994)**
Net capital expenditures	**10,636**	**132,814**	**31,658**	**676**	**170**		**175,954**
YTD ended December 31, 2021							
Additions to rolling stock	11,569	55,087	150,282	142	-		217,080
Additions to equipment	3,125	2,655	6,897	373	141		13,191
Proceeds from the sale of rolling stock	(246)	(5,024)	(87,995)	(146)	-		(93,411)
Proceeds from the sale of equipment	(3)	(15)	(7)	(53)	-		(78)
Net capital expenditures	14,445	52,703	69,177	316	141		136,782

Operating margin is calculated as operating income (loss) as a percentage of revenue before fuel surcharge.

Adjusted operating ratio: Operating expenses before gain on sale of business, bargain purchase gain, and gain or loss on sale of land and buildings and assets held for sale, and gain or loss on disposal of intangible assets ("**Adjusted operating expenses**"), net of fuel surcharge revenue, divided by revenue before fuel surcharge. Although the adjusted operating ratio is not a recognized financial measure defined by IFRS, it is a widely recognized measure in the transportation industry, which the Company believes provides a comparable benchmark for evaluating the Company's performance. Also, to facilitate the comparison of business level activity and operating costs between periods, the Company compares the revenue before fuel surcharge ("revenue") and reallocates the fuel surcharge revenue to materials and services expenses within operating expenses.

Consolidated adjusted operating ratio reconciliation:

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31			Years ended December 31		
	2022	2021	2020	**2022**	2021*	2020
Operating expenses	**1,739,834**	1,925,935	1,004,884	**7,666,453**	6,241,200	3,364,567
(Gain) loss on sale of business	**(2,069)**	—	306	**73,653**	—	306
Bargain purchase gain	**—**	—	—	**—**	283,593	4,008
Gain (loss) on sale of land and building	**—**	(9)	(5)	**43**	(19)	(6)
Gain on sale of assets held for sale	**15,972**	6,654	2,211	**77,911**	12,209	11,899
Gain (loss) on disposal of intangible assets	**—**	5	—	**—**	(1)	—
Adjusted operating expenses	**1,753,737**	1,932,585	1,007,396	**7,818,060**	6,536,982	3,380,774
Fuel surcharge revenue	**(340,199)**	(252,491)	(73,859)	**(1,455,427)**	(751,644)	(296,831)
Adjusted operating expenses, net of fuel surcharge revenue	**1,413,538**	1,680,094	933,537	**6,362,633**	5,785,338	3,083,943
Revenue before fuel surcharge	**1,616,495**	1,888,423	1,048,147	**7,357,064**	6,468,785	3,484,303
Adjusted operating ratio	**87.4%**	89.0%	89.1%	**86.5%**	89.4%	88.5%

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination.

Less-Than-Truckload and Truckload reportable segments adjusted operating ratio reconciliation and Truckload operating segments reconciliations:

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021*	**2022**	2021*
Less-Than-Truckload				
Total revenue	**903,713**	959,546	**4,023,163**	2,815,390
Total operating expenses	**815,473**	856,097	**3,552,356**	2,242,592
Operating income	**88,240**	103,449	**470,807**	572,798
Operating expenses	**815,473**	856,097	**3,552,356**	2,242,592
Bargain purchase gain	**—**	—	**—**	271,593
Gain (loss) on sale of land and buildings and assets held for sale	**13**	(1)	**55,714**	1,624
Adjusted operating expenses	**815,486**	856,096	**3,608,070**	2,515,809
Fuel surcharge revenue	**(182,930)**	(136,635)	**(779,606)**	(374,750)
Adjusted operating expenses, net of fuel surcharge revenue	**632,556**	719,461	**2,828,464**	2,141,059
Revenue before fuel surcharge	**720,783**	822,911	**3,243,557**	2,440,640
Adjusted operating ratio	**87.8%**	87.4%	**87.2%**	87.7%
Less-Than-Truckload - Revenue before fuel surcharge				
U.S. based LTL	**601,436**	680,212	**2,709,762**	1,889,611
Canadian based LTL	**123,176**	144,697	**548,012**	556,891
Eliminations	**(3,829)**	(1,998)	**(14,217)**	(5,862)
	720,783	822,911	**3,243,557**	2,440,640
Less-Than-Truckload - Fuel surcharge revenue				
U.S. based LTL	**142,180**	108,275	**615,840**	281,110
Canadian based LTL	**41,051**	28,598	**165,185**	94,166
Eliminations	**(301)**	(238)	**(1,419)**	(526)
	182,930	136,635	**779,606**	374,750
Less-Than-Truckload - Operating income (loss)				
U.S. based LTL	**57,819**	72,077	**327,793**	459,071
Canadian based LTL	**30,421**	31,372	**143,014**	113,727
	88,240	103,449	**470,807**	572,798
U.S. based LTL				
Operating expenses*	**685,797**	716,410	**2,997,809**	1,711,650
Bargain purchase gain	**-**	-	**-**	271,593
Gain (loss) on sale of land and buildings and assets held for sale	**-**	(7)	**55,054**	(17)
Adjusted operating expenses	**685,797**	716,403	**3,052,863**	1,983,226
Fuel surcharge revenue	**(142,180)**	(108,275)	**(615,840)**	(281,110)
Adjusted operating expenses, net of fuel surcharge	**543,617**	608,128	**2,437,023**	1,702,116
Revenue before fuel surcharge	**601,436**	680,212	**2,709,762**	1,889,611
Adjusted operating ratio	**90.4%**	89.4%	**89.9%**	90.1%
Canadian based LTL				
Operating expenses*	**133,806**	141,923	**570,183**	537,330
Gain on sale of land and buildings and assets held for sale	**13**	6	**660**	1,641
Adjusted operating expenses	**133,819**	141,929	**570,843**	538,971
Fuel surcharge revenue	**(41,051)**	(28,598)	**(165,185)**	(94,166)
Adjusted operating expenses, net of fuel surcharge	**92,768**	113,331	**405,658**	444,805
Revenue before fuel surcharge	**123,176**	144,697	**548,012**	556,891
Adjusted operating ratio	**75.3%**	78.3%	**74.0%**	79.9%

* Recasted for adjustments to provisional amounts of UPS Freight prior year business combination

* Operating expenses excluding intra LTL eliminations

Less-Than-Truckload and Truckload reportable segments adjusted operating ratio reconciliation and Truckload operating segments reconciliations (continued):

(unaudited) *(in thousands of U.S. dollars)*	Three months ended December 31		Years ended December 31	
	2022	2021	**2022**	2021
Truckload				
Total revenue	**502,784**	584,009	**2,451,038**	2,162,752
Total operating expenses	**430,942**	522,206	**2,084,170**	1,932,563
Operating income	**71,842**	61,803	**366,868**	230,189
Operating expenses	**430,942**	522,206	**2,084,170**	1,932,563
Gain on sale of business	**—**	—	**—**	—
Gain on sale of land and buildings and assets held for sale	**15,959**	6,649	**22,240**	10,569
Adjusted operating expenses	**446,901**	528,855	**2,106,410**	1,943,132
Fuel surcharge revenue	**(99,433)**	(77,577)	**(464,707)**	(261,595)
Adjusted operating expenses, net of fuel surcharge revenue	**347,468**	451,278	**1,641,703**	1,681,537
Revenue before fuel surcharge	**403,351**	506,432	**1,986,331**	1,901,157
Adjusted operating ratio	**86.1%**	89.1%	**82.7%**	88.4%
Truckload - Revenue before fuel surcharge				
U.S. based Conventional TL[1]	**—**	106,171	**310,026**	424,320
Canadian based Conventional TL	**79,101**	73,786	**322,553**	250,177
Specialized TL[1]	**325,493**	328,648	**1,362,390**	1,233,761
Eliminations	**(1,243)**	(2,173)	**(8,638)**	(7,101)
	403,351	506,432	**1,986,331**	1,901,157
Truckload - Fuel surcharge revenue				
U.S. based Conventional TL[1]	**—**	20,337	**82,059**	72,527
Canadian based Conventional TL	**17,307**	9,414	**62,929**	29,043
Specialized TL[1]	**82,288**	48,045	**321,362**	160,574
Eliminations	**(162)**	(219)	**(1,643)**	(549)
	99,433	77,577	**464,707**	261,595
Truckload - Operating income				
U.S. based Conventional TL[1]	**—**	12,409	**46,133**	49,989
Canadian based Conventional TL	**30,463**	8,565	**84,321**	30,367
Specialized TL[1]	**41,379**	40,829	**236,414**	149,833
	71,842	61,803	**366,868**	230,189
U.S. based Conventional TL[1]				
Operating expenses*	**—**	114,099	**345,952**	446,858
Gain on sale of land and buildings and assets held for sale	**—**	—	**—**	—
Adjusted operating expenses	**—**	114,099	**345,952**	446,858
Fuel surcharge revenue	**—**	(20,337)	**(82,059)**	(72,527)
Adjusted operating expenses, net of fuel surcharge revenue	**—**	93,762	**263,893**	374,331
Revenue before fuel surcharge	**—**	106,171	**310,026**	424,320
Adjusted operating ratio	**—**	88.3%	**85.1%**	88.2%
Canadian based Conventional TL				
Operating expenses*	**65,945**	74,635	**301,161**	248,853
Gain on sale of land and buildings and assets held for sale	**15,485**	—	**15,529**	17
Adjusted operating expenses	**81,430**	74,635	**316,690**	248,870
Fuel surcharge revenue	**(17,307)**	(9,414)	**(62,929)**	(29,043)
Adjusted operating expenses, net of fuel surcharge revenue	**64,123**	65,221	**253,761**	219,827
Revenue before fuel surcharge	**79,101**	73,786	**322,553**	250,177
Adjusted operating ratio	**81.1%**	88.4%	**78.7%**	87.9%
Specialized TL[1]				
Operating expenses*	**366,402**	335,864	**1,447,338**	1,244,502
Gain on sale of assets held for sale	**474**	6,649	**6,711**	10,552
Adjusted operating expenses	**366,876**	342,513	**1,454,049**	1,255,054
Fuel surcharge revenue	**(82,288)**	(48,045)	**(321,362)**	(160,574)
Adjusted operating expenses, net of fuel surcharge revenue	**284,588**	294,468	**1,132,687**	1,094,480
Revenue before fuel surcharge	**325,493**	328,648	**1,362,390**	1,233,761
Adjusted operating ratio	**87.4%**	89.6%	**83.1%**	88.7%

[1] Recasted comparative figures for change in operating segments of the dedicated operations from US Conventional Truckload as a result of the sale of business of CFI.

* Operating expenses excluding intra TL eliminations

Return on invested capital ("ROIC"): Management believes ROIC at the segment level is a useful measure in the efficiency in the use of capital funds. The Company calculates ROIC as segment operating income net of exclusions, after tax, divided by the segment average invested capital. Operating income net of exclusions, after tax, is calculated as the trailing twelve months of operating income before bargain purchase gain, gain or loss on the sale of land and buildings and assets held for sale, and amortization of intangible assets, after tax using the statutory tax rate of the Company. Average invested capital is calculated intangibles plus total assets excluding intangibles, net of trade and other payables, current taxes payable and provisions averaged between the beginning and ending balance over a twelve-month period.

Return on invested capital segment reconciliation:

(unaudited) *(in thousands of U.S. dollars)*	**2022**	**As at December 31** 2021
Package and Courier		
Operating income	**134,306**	108,440
Amortization of intangible assets	**645**	903
Operating income, net of exclusions	**134,951**	109,343
Income tax	**26.5%**	26.5%
Operating income net of exclusions, after tax	**99,189**	80,367
Intangible assets	**180,119**	193,765
Total assets, excluding intangible assets	**182,605**	186,116
less: Trade and other payables, income taxes payable and provisions	**(67,428)**	(65,438)
Total invested capital, current year	**295,296**	314,443
Intangible assets, prior year	**193,765**	193,288
Total assets, excluding intangible assets, prior year	**186,116**	194,631
less: Trade and other payables, income taxes payable and provisions, prior year	**(65,438)**	(66,793)
Total invested capital, prior year	**314,443**	321,126
Average invested capital	**304,870**	317,785
Return on invested capital	**32.5%**	25.3%
Less-Than-Truckload - Canadian based LTL		
Operating income	**143,014**	113,727
Gain on sale of assets held for sale	**(660)**	(1,640)
Amortization of intangible assets	**7,713**	9,004
Operating income, net of exclusions	**150,067**	121,091
Income tax	**26.5%**	26.5%
Operating income net of exclusions, after tax	**110,299**	89,002
Intangible assets	**162,397**	182,084
Total assets, excluding intangible assets	**352,949**	373,655
less: Trade and other payables, income taxes payable and provisions	**(77,439)**	(74,241)
Total invested capital, current year	**437,907**	481,498
Intangible assets, prior year	**182,084**	189,579
Total assets, excluding intangible assets, prior year	**373,655**	403,549
less: Trade and other payables, income taxes payable and provisions, prior year	**(74,241)**	(76,608)
Total invested capital, prior year	**481,498**	516,520
Average invested capital	**459,703**	499,009
Return on invested capital	**24.0%**	17.8%

Return on invested capital segment reconciliation (continued):

(unaudited) *(in thousands of U.S. dollars)*	2022	As at December 31 2021
Truckload - Canadian based Conventional TL		
Operating income	**84,321**	30,367
Gain on sale of land and buildings	**(44)**	—
Gain on sale of assets held for sale	**(15,485)**	(17)
Amortization of intangible assets	**1,958**	2,124
Operating income, net of exclusions	**70,750**	32,474
Income tax	**26.5%**	26.5%
Operating income net of exclusions, after tax	**52,001**	23,868
Intangible assets	**96,941**	104,947
Total assets, excluding intangible assets	**185,740**	169,197
less: Trade and other payables, income taxes payable and provisions	**(40,671)**	(28,473)
Total invested capital, current year	**242,010**	245,671
Intangible assets, prior year	**104,947**	96,737
Total assets, excluding intangible assets, prior year	**169,197**	121,407
less: Trade and other payables, income taxes payable and provisions, prior year	**(28,473)**	(24,839)
Total invested capital, prior year	**245,671**	193,305
Average invested capital	**243,841**	219,488
Return on invested capital	**21.3%**	10.9%
Truckload - Specialized TL*		
Operating income	**236,414**	149,833
Gain on sale of assets held for sale	**(6,711)**	(10,553)
Amortization of intangible assets	**20,495**	17,394
Operating income, net of exclusions	**250,198**	156,674
Income tax	**26.5%**	26.5%
Operating income net of exclusions, after tax	**183,896**	115,155
Intangible assets	**678,522**	658,692
Total assets, excluding intangible assets	**906,564**	791,293
less: Trade and other payables, income taxes payable and provisions	**(151,097)**	(139,683)
Total invested capital, current year	**1,433,989**	1,310,302
Intangible assets, prior year	**658,692**	615,865
Total assets, excluding intangible assets, prior year	**791,293**	701,987
less: Trade and other payables, income taxes payable and provisions, prior year	**(139,683)**	(112,888)
Total invested capital, prior year	**1,310,302**	1,204,964
Average invested capital	**1,372,146**	1,257,633
Return on invested capital	**13.4%**	9.2%
Logistics		
Operating income	**140,446**	142,794
Loss on sale of land and buildings	**—**	3
Amortization of intangible assets	**21,990**	22,683
Bargain Purchase gain	**—**	(12,000)
Operating income, net of exclusions	**162,436**	153,480
Income tax	**26.5%**	26.5%
Operating income net of exclusions, after tax	**119,390**	112,808
Intangible assets	**468,547**	454,612
Total assets, excluding intangible assets	**263,550**	292,026
less: Trade and other payables, income taxes payable and provisions	**(186,557)**	(199,967)
Total invested capital, current year	**545,540**	546,671
Intangible assets, prior year	**454,612**	457,098
Total assets, excluding intangible assets, prior year	**292,026**	272,592
less: Trade and other payables, income taxes payable and provisions, prior year	**(199,967)**	(144,305)
Total invested capital, prior year	**546,671**	585,385
Average invested capital	**546,106**	566,028
Return on invested capital	**21.9%**	19.9%

* Recasted comparative figures for change in operating segments of the dedicated operations from US Conventional Truckload as a result of the sale of business of CFI.

Return on invested capital for US LTL : Management believes ROIC at the segment level is a useful measure in the efficiency in the use of capital funds and the ROIC calculation for U.S. LTL has been modified as compared to the other segment ROICs due to the impact of the bargain purchase gain to provide more consistent comparison to other segments ROIC calculation. The modification includes reducing the total assets, excluding intangible assets by the bargain purchase gain, using the acquisition price instead of the prior year invested capital, and reducing the current year total invested capital by the total liabilities of the US.

(unaudited) *(in thousands of U.S. dollars)*	2022	As at December 31 2021*
Less-Than-Truckload - U.S. based LTL		
Operating income	**327,793**	—
Loss on sale of land and buildings	**8**	—
Gain on sale of assets held for sale	**(55,054)**	—
Amortization of intangible assets	**1,118**	—
Operating income, net of exclusions	**273,865**	—
Income tax	**26.5%**	—
Operating income net of exclusions, after tax	**201,291**	—
Intangible assets	**5,401**	—
Total assets, excluding intangible assets	**1,483,288**	—
less: Total liabilities	**(637,340)**	—
Total invested capital, current year	**851,349**	—
Total invested capital, acquisition price	**838,910**	—
Average invested capital	**845,130**	**—**
Return on invested capital	**23.8%**	—

* The return on invested capital for the U.S. LTL is not disclosed as the trailing twelve-month information was not available for 2021.

RISKS AND UNCERTAINTIES

The Company's future results may be affected by a number of factors over many of which the Company has little or no control. The following discussion of risk factors contains forward-looking statements. The following issues, uncertainties and risks, among others, should be considered in evaluating the Company's business, prospects, financial condition, results of operations and cash flows.

Competition. The Company faces growing competition from other transporters in Canada, the United States and Mexico. These factors, including the following, could impair the Company's ability to maintain or improve its profitability and could have a material adverse effect on the Company's results of operations:
• the Company competes with many other transportation companies of varying sizes, including Canadian, U.S. and Mexican transportation companies;
• the Company's competitors may periodically reduce their freight rates to gain business, which may limit the Company's ability to maintain or increase freight rates or maintain growth in the Company's business;
• some of the Company's customers are other transportation companies or companies that also operate their own private trucking fleets, and they may decide to transport more of their own freight or bundle transportation with other services;
• some of the Company's customers may reduce the number of carriers they use by selecting so-called "core carriers" as approved service providers or by engaging dedicated providers, and in some instances the Company may not be selected;
• many customers periodically accept bids from multiple carriers for their shipping needs, and this process may depress freight rates or result in the loss of some of the Company's business to competitors;
• the market for qualified drivers is highly competitive, particularly in the Company's growing U.S. operations, and the Company's inability to attract and retain drivers could reduce its equipment utilization and cause the Company to increase compensation, both of which would adversely affect the Company's profitability;
• economies of scale that may be passed on to smaller carriers by procurement aggregation providers may improve their ability to compete with the Company;
• some of the Company's smaller competitors may not yet be fully compliant with recently-enacted regulations which may allow such competitors to take advantage of additional driver productivity;
• advances in technology, such as advanced safety systems, automated package sorting, handling and delivery, vehicle platooning, alternative fuel vehicles, autonomous vehicle technology and digitization of freight services, may require the Company to increase investments in order to remain competitive, and the Company's customers may not be willing to accept higher freight rates to cover the cost of these investments;
• the Company's competitors may have better safety records than the Company or a perception of better safety records, which could impair the Company's ability to compete;
• some high-volume package shippers, such as Amazon.com, are developing and implementing in-house delivery capabilities and utilizing independent contractors for deliveries, which could in turn reduce the Company's revenues and market share;
• the Company's brand names may be subject to adverse publicity (whether or not justified) and lose significant value, which could result in reduced demand for the Company's services;
• competition from freight brokerage companies may materially adversely affect the Company's customer relationships and freight rates; and
• higher fuel prices and, in turn, higher fuel surcharges to the Company's customers may cause some of the Company's customers to consider freight transportation alternatives, including rail transportation.

Regulation. In Canada, carriers must obtain licenses issued by provincial transport boards in order to carry goods inter-provincially or to transport goods within any province. Licensing from U.S. and Mexican regulatory authorities is also required for the transportation of goods in Canada, the United States, and Mexico. Any change in or violation of existing or future regulations could have an adverse impact on the scope of the Company's activities. Future laws and regulations may be more stringent, require changes in the Company's operating practices, influence the demand for transportation services or require the Company to incur significant additional costs. Higher costs incurred by the Company, or by the Company's suppliers who pass the costs onto the Company through higher supplies and materials pricing, could adversely affect the Company's results of operations.

In addition to the regulatory regime applicable to operations in Canada, the Company is increasing its operations in the United States, and is therefore increasingly subject to rules and regulations related to the U.S. transportation industry, including regulation from various federal, state and local agencies, including the Department of Transportation ("DOT") (in part through the Federal Motor Carrier Safety Administration ("FMCSA")), the Environmental Protection Agency ("EPA") and the Department of Homeland Security. Drivers must, both in Canada and the United States, comply with safety and fitness regulations, including those relating to drug and alcohol testing, driver safety performance and hours of service. Weight and dimensions, exhaust emissions and fuel efficiency are also subject to government regulation. The Company may also become subject to new or more restrictive regulations relating to fuel efficiency, exhaust emissions, hours of service, drug and alcohol testing, ergonomics, on-board reporting of operations, collective bargaining, security at ports, speed limitations, driver training and other matters affecting safety or operating methods.

In the United States, there are currently two methods of evaluating the safety and fitness of carriers: the Compliance, Safety, Accountability ("CSA") program, which evaluates and ranks fleets on certain safety-related standards by analyzing data from recent safety events and investigation results, and the DOT safety rating, which is based on an on-site investigation and affects a carrier's ability to operate in interstate commerce. Additionally, the FMCSA has proposed rules in the past that would change the methodologies used to determine carrier safety and fitness.

Under the CSA program, carriers are evaluated and ranked against their peers based on seven categories of safety-related data. The seven categories of safety-related data currently include Unsafe Driving, Hours-of-Service Compliance, Driver Fitness, Controlled Substances/Alcohol, Vehicle Maintenance, Hazardous Materials Compliance and Crash Indicator (such categories known as "BASICs"). Carriers are grouped by category with other carriers that have a similar number of safety events (i.e. crashes, inspections, or violations) and carriers are ranked and assigned a rating percentile or score. If the Company were subject to any such interventions, this could have an adverse effect on the Company's business, financial condition and results of operations. As a result, the Company's fleet could be ranked poorly as compared to peer carriers. There is no guarantee that the Company will be able to maintain its current safety ratings or that it will not be subject to interventions in the future. The Company recruits first-time drivers to be part of its fleet, and these drivers may have a higher likelihood of creating adverse safety events under CSA. The occurrence of future deficiencies could affect driver recruitment in the United States by causing high-quality drivers to seek employment with other carriers or limit the pool of available drivers or could cause the Company's customers to direct their business away from the Company and to carriers with higher fleet safety rankings, either of which would materially adversely affect the Company's business, financial condition and results of operations. In addition, future deficiencies could increase the Company's insurance expenses. Additionally, competition for drivers with favorable safety backgrounds may increase, which could necessitate increases in driver-related compensation costs. Further, the Company may incur greater than expected expenses in its attempts to improve unfavorable scores.

In December 2016, the FMCSA issued a final rule establishing a national clearinghouse for drug and alcohol testing results and requiring motor carriers and medical review officers to provide records of violations by commercial drivers of FMCSA drug and alcohol testing requirements. Motor carriers in the United States will be required to query the clearinghouse to ensure drivers and driver applicants do not have violations of federal drug and alcohol testing regulations that prohibit them from operating commercial motor vehicles. The final rule became effective on January 4, 2017, with a compliance date of January 6, 2020. In December 2019, however, the FMCSA announced a final rule extending by three years the date for state driver's licensing agencies to comply with certain requirements. The December 2016 commercial driver's license rule required states to request information from the clearinghouse about individuals prior to issuing, renewing, upgrading or transferring a commercial driver's license. This new action will allow states' compliance with the requirement, which was set to begin January 2020, to be delayed until January 2023. The compliance date of January 2020 remained in place for all other requirements set forth in the clearinghouse final rule, however. Upon implementation, the rule may reduce the number of available drivers in an already constrained driver market. Pursuant to a new rule finalized by the FMCSA, effective November 2021, states are required to query the clearinghouse when issuing, renewing, transferring, or upgrading a commercial drivers license and must revoke a driver's commercial driving privileges if such driver is prohibited from driving a motor vehicle for one or more drug or alcohol violations.

In addition, other rules have been proposed or made final by the FMCSA, including (i) a rule requiring the use of speed-limiting devices on heavy-duty tractors to restrict maximum speeds, which was proposed in 2016, and (ii) a rule setting out minimum driver training standards for new drivers applying for commercial driver's licenses for the first time and to experienced drivers upgrading their licenses or seeking a hazardous materials endorsement, which was made final in December 2016 with a compliance date in February 2020 (FMCSA officials delayed implementation of the final rule by two years). In July 2017, the DOT announced that it would no longer pursue a speed limiter rule, but left open the possibility that it could resume such a pursuit in the future. In May 2021, however, a bill was reintroduced in the U.S. House of Representatives that would require commercial motor vehicles with gross weight exceeding 26,000 pounds to eb equipped with a speed limiting device, prohibiting speeds greater than 65 miles per hour. Whether the bill will become law is uncertain. The effect of these rules, to the extent they become effective, could result in a decrease in fleet production and/or driver availability, either of which could materially adversely affect the Company's business, financial condition and results of operations.

The Company's subsidiaries with U.S. operating authority currently have a satisfactory DOT rating, which is the highest available rating under the current safety rating scale. If the Company's subsidiaries with U.S. operating authority were to receive a conditional or unsatisfactory DOT safety rating, it could materially adversely affect the Company's business, financial condition and results of operations as customer contracts may require a satisfactory DOT safety rating, and a conditional or unsatisfactory rating could materially adversely affect or restrict the Company's operations and increase the Company's insurance costs.

The FMCSA has proposed regulations that would modify the existing rating system and the safety labels assigned to motor carriers evaluated by the DOT. Under regulations that were proposed in 2016, the methodology for determining a carrier's DOT safety rating would be expanded to include the on-road safety performance of the carrier's drivers and equipment, as well as results obtained from investigations. Exceeding certain thresholds based on such performance or results would cause a carrier to receive an unfit safety rating. The proposed regulations were withdrawn in March 2017, but the FMCSA noted that a similar process may be initiated in the future. If similar regulations were enacted and the Company were to receive an unfit or other negative safety rating, the Company's business would be materially adversely affected in the same manner as if it received a conditional or unsatisfactory safety rating under the current regulations. In addition, poor safety performance could lead to increased risk of liability, increased insurance, maintenance and

equipment costs and potential loss of customers, which could materially adversely affect the Company's business, financial condition and results of operations. The FMCSA has also indicated that it is in the early phases of a new study on the causation of large truck crashes. Although it remains unclear whether such a study will ultimately be completed, the results of such study could spur further proposed and/or final rules regarding safety and fitness in the United States.

From time to time, the FMCSA proposes and implements changes to regulations impacting hours-of-service. Such changes can negatively impact the Company's productivity and affect its operations and profitability by reducing the number of hours per day or week the Company's U.S. drivers and independent contractors may operate and/or disrupt the Company's network. However, in August 2019, the FMCSA issued a proposal to make changes to its hours-of-service rules that would allow U.S. truck drivers more flexibility with their 30-minute rest break and with dividing their time in the sleeper berth. It also would extend by two hours the duty time for U.S. drivers encountering adverse weather, and extend the shorthaul exemption by lengthening the drivers' maximum on-duty period from 12 hours to 14 hours. In June 2020, the FMCSA adopted a final rule substantially as proposed, which became effective in September 2020. Certain industry groups have challenged these rules in U.S. courts, and it remains unclear what, if anything, will come from such challenges. Any future changes to U.S. hours-of-service regulations could materially and adversely affect the Company's operations and profitability.

The U.S. National Highway Traffic Safety Administration, the EPA and certain U.S. states, including California, have adopted regulations that are aimed at reducing tractor emissions and/or increasing fuel economy of the equipment the Company uses. Certain of these regulations are currently effective, with stricter emission and fuel economy standards becoming effective over the next several years. Other regulations have been proposed in the United States that would similarly increase these standards. U.S. federal and state lawmakers and regulators have also adopted or are considering a variety of other climate-change legal requirements related to carbon emissions and greenhouse gas emissions. These legal requirements could potentially limit carbon emissions within certain states and municipalities in the United States. Certain of these legal requirements restrict the location and amount of time that diesel-powered tractors (like the Company's) may idle, which may force the Company to purchase on-board power units that do not require the engine to idle or to alter the Company's drivers' behavior, which might result in a decrease in productivity and/or an increase in driver turnover. All of these regulations have increased, and may continue to increase, the cost of new tractors and trailers and may require the Company to retrofit certain of its tractors and trailers, may increase its maintenance costs, and could impair equipment productivity and increase the Company's operating costs, particularly if such costs are not offset by potential fuel savings. The occurrence of any of these adverse effects, combined with the uncertainty as to the reliability of the newly-designed diesel engines and the residual values of the Company's equipment, could materially adversely affect the Company's business, financial condition and results of operations. Furthermore, any future regulations that impose restrictions, caps, taxes or other controls on emissions of greenhouse gases could adversely affect the Company's operations and financial results. The Company cannot predict the extent to which its operations and productivity will be impacted by any future regulations. The Company will continue monitoring its compliance with U.S. federal and state environmental regulations.

In March 2014, the U.S. Ninth Circuit Court of Appeals (the "Ninth Circuit") held that the application of California state wage and hour laws to interstate truck drivers is not pre-empted by U.S. federal law. The case was appealed to the U.S. Supreme Court, which denied certiorari in May 2015, and accordingly, the Ninth Circuit decision stood. However, in December 2018, the FMCSA granted a petition filed by the American Trucking Associations determining that federal law pre-empts California's wage and hour laws, and interstate truck drivers are not subject to such laws. The FMCSA's decision was appealed by labor groups and multiple lawsuits were filed in U.S. courts seeking to overturn the decision. I January 2021, however, the Ninth Circuit upheld the FMCSA's determination that U.S. federal law does pre-empt California's meal and rest break laws, as applied to drivers of property-carrying commercial motor vehicles. Other current and future U.S. state and local wage and hour laws, including laws related to employee meal breaks and rest periods, may vary significantly from U.S. federal law. Further, driver piece rate compensation, which is an industry standard, has been attacked as non-compliant with state minimum wage laws. As a result, the Company, along with other companies in the industry, is subject to an uneven patchwork of wage and hour laws throughout the United States. In addition, the uncertainty with respect to the practical application of wage and hour laws are, and in the future may be, resulting in additional costs for the Company and the industry as a whole, and a negative outcome with respect to any of the above-mentioned lawsuits could materially affect the Company. If U.S. federal legislation is not passed pre-empting state and local wage and hour laws, the Company will either need to continue complying with the most restrictive state and local laws across its entire fleet in the United States, or revise its management systems to comply with varying state and local laws. Either solution could result in increased compliance and labor costs, driver turnover, decreased efficiency and increased risk of non-compliance. In April 2016, the Food and Drug Administration ("FDA") published a final rule establishing requirements for shippers, loaders, carriers by motor vehicle and rail vehicle, and receivers engaged in the transportation of food, to use sanitary transportation practices to ensure the safety of the food they transport as part of the FSMA. This rule sets forth requirements related to (i) the design and maintenance of equipment used to transport food, (ii) the measures taken during food transportation to ensure food safety, (iii) the training of carrier personnel in sanitary food transportation practices, and (iv) maintenance and retention of records of written procedures, agreements, and training related to the foregoing items. These requirements took effect for larger carriers in April 2017 and apply to the Company when it acts as a carrier or as a broker. If the Company is found to be in violation of applicable laws or regulations related to the FSMA or if the Company transports food or goods that are contaminated or are found to cause illness and/or death, the Company could be subject to substantial fines, lawsuits, penalties and/or criminal and civil liability, any of which could have a material adverse effect on the Company's business, financial condition, and results of operations.

Changes in existing regulations and implementation of new regulations, such as those related to trailer size limits, emissions and fuel economy, hours of service, mandating ELDs and drug and alcohol testing in Canada, the United States and Mexico, could increase capacity in the industry or improve the position of certain competitors, either of which could negatively impact pricing and volumes or require additional investments by the Company. The short-term and long-term impacts of changes in legislation or regulations are difficult to predict and could materially adversely affect the Company's results of operations.

The right to continue to hold applicable licenses and permits is generally subject to maintaining satisfactory compliance with regulatory and safety guidelines, policies and laws. Although the Company is committed to compliance with laws and safety, there is no assurance that it will be in full compliance with them at all times. Consequently, at some future time, the Company could be required to incur significant costs to maintain or improve its compliance record.

United States and Mexican operations. A significant portion of the Company's revenue is derived from operations in the United States and transportation to and from Mexico. The Company's international operations are subject to a variety of risks, including fluctuations in foreign currencies, changes in the economic strength or greater volatility in the economies of foreign countries in which the Company does business, difficulties in enforcing contractual rights and intellectual property rights, compliance burdens associated with export and import laws, theft or vandalism, and social, political and economic instability. The Company's international operations could be adversely affected by restrictions on travel. Additional risks associated with the Company's international operations include restrictive trade policies, imposition of duties, changes to trade agreements and other treaties, taxes or government royalties by foreign governments, adverse changes in the regulatory environments, including in tax laws and regulations, of the foreign countries in which the Company does business, compliance with anti-corruption and anti-bribery laws, restrictions on the withdrawal of foreign investments, the ability to identify and retain qualified local managers and the challenge of managing a culturally and geographically diverse operation. The Company cannot guarantee compliance with all applicable laws, and violations could result in substantial fines, sanctions, civil or criminal penalties, competitive or reputational harm, litigation or regulatory action and other consequences that might adversely affect the Company's results of operations.

The current United States Presidential Administration provided informal guidance that it is in favor of certain changes to U.S. tax law, including increasing the corporate tax rate from its current rate of 21%. In the event that the corporate tax rate is increased, the Company's financial position, and financial results from its United States operations may be adversely affected.

The implementation of tariffs or quotas or changes to certain trade agreements could, among other things, increase the costs of the materials used by the Company's suppliers to produce new revenue equipment or increase the price of fuel. Such cost increases for the Company's revenue equipment suppliers would likely be passed on to the Company, and to the extent fuel prices increase, the Company may not be able to fully recover such increases through rate increases or the Company's fuel surcharge program, either of which could have a material adverse effect on the Company's business.

The United States-Mexico-Canada Agreement ("USMCA") entered into effect in July 2020. The USMCA is designed to modernize food and agriculture trade, advance rules of origin for automobiles and trucks, and enhance intellectual property protections, among other matters, according to the Office of the U.S. Trade Representative. It is difficult to predict at this stage what could be the impact of the USMCA on the economy, including the transportation industry. However, given the amount of North American trade that moves by truck it could have a significant impact on supply and demand in the transportation industry, and could adversely impact the amount, movement and patterns of freight transported by the Company.

The U.S. Department of Treasury has broad authority to issue regulations and interpretative guidance that may significantly impact how the Company will apply the law and impact the Company's results of operations in future periods. The timing and scope of such regulations and interpretative guidance are uncertain. In addition, there is a risk that states within the United States or foreign jurisdictions may amend their tax laws in response to these tax reforms, which could have a material adverse effect on the Company's results.

In addition, if the Company is unable to maintain its Free and Secure Trade ("FAST") and U.S. Customs Trade Partnership Against Terrorism ("C-TPAT") certification statuses, it may have significant border delays, which could cause its cross-border operations to be less efficient than those of competitor carriers that obtain or continue to maintain FAST and C-TPAT certifications.

Operating Environment and Seasonality. The Company is exposed to the following factors, among others, affecting its operating environment:
• the Company's future insurance and claims expense, including the cost of its liability insurance premiums and the number and dollar amount of claims, may exceed historical levels, which would require the Company to incur additional costs and could reduce the Company's earnings;
• a decline in the demand for used revenue equipment could result in decreased equipment sales, lower resale values and lower gains (or recording losses) on sales of assets;
• tractor and trailer vendors may reduce their manufacturing output in response to lower demand for their products in economic downturns or shortages of component parts, including the current shortage of semiconductors and other components and supplies, such as steel, which may materially adversely affect the Company's ability to purchase a quantity of new revenue equipment that is sufficient to sustain its desired growth rate and negatively impact the Company's financial results if it incurs higher costs to purchase tractors and trailers; and

• increased prices for new revenue equipment, design changes of new engines, reduced equipment efficiency resulting from new engines designed to reduce emissions, or decreased availability of new revenue equipment.

The Company's tractor productivity decreases during the winter season because inclement weather impedes operations and some shippers reduce their shipments after the winter holiday season. Revenue may also be adversely affected by inclement weather and holidays, since revenue is directly related to available working days of shippers. At the same time, operating expenses increase and fuel efficiency declines because of engine idling and harsh weather creating higher accident frequency, increased claims and higher equipment repair expenditures. The Company may also suffer from weather-related or other unforeseen events such as tornadoes, hurricanes, blizzards, ice storms, floods, and fires, which may increase in frequency and severity due to climate change, as well as other man-made disasters. These events may disrupt fuel supplies, increase fuel costs, disrupt freight shipments or routes, affect regional economies, damage or destroy the Company's assets or adversely affect the business or financial condition of the Company's customers, any of which could materially adversely affect the Company's results of operations or make the Company's results of operations more volatile.

General Economic, Credit, and Business Conditions. The Company's business is subject to general economic, credit, business and regulatory factors that are largely beyond the Company's control, and which could have a material adverse effect on the Company's operating results.

The Company's industry is subject to cyclical pressures, and the Company's business is dependent on a number of factors that may have a material adverse effect on its results of operations, many of which are beyond the Company's control. The Company believes that some of the most significant of these factors include (i) excess tractor and trailer capacity in the transportation industry in comparison with shipping demand; (ii) declines in the resale value of used equipment; (iii) limited supply and increased cost of new and used equipment; (iv) recruiting and retaining qualified drivers; (v) strikes, work stoppages or work slowdowns at the Company's facilities or at customer, port, border crossing or other shipping-related facilities; (vi) compliance with ongoing regulatory requirements; (vii) increases in interest rates, fuel taxes, tolls and license and registration fees; and (vii) rising healthcare and insurance and claims costs in the United States; and (ix) the impact of the COVID-19 pandemic.

The Company is also affected by (i) recessionary economic cycles, which tend to be characterized by weak demand and downward pressure on rates; (ii) changes in customers' inventory levels and in the availability of funding for their working capital; (iii) changes in the way in which the Company's customers choose to source or utilize the Company's services; and (iv) downturns in customers' business cycles, such as retail and manufacturing, where the Company has significant customer concentration. Economic conditions may adversely affect customers and their demand for and ability to pay for the Company's services. Customers encountering adverse economic conditions represent a greater potential for loss and the Company may be required to increase its allowance for doubtful accounts.

Economic conditions that decrease shipping demand and increase the supply of available tractors and trailers can exert downward pressure on rates and equipment utilization, thereby decreasing asset productivity. The risks associated with these factors are heightened when the economy is weakened. Some of the principal risks during such times include:
• the Company may experience a reduction in overall freight levels, which may impair the Company's asset utilization;
• freight patterns may change as supply chains are redesigned, resulting in an imbalance between the Company's capacity and assets and customers' freight demand;
• the Company may be forced to accept more loads from freight brokers, where freight rates are typically lower, or may be forced to incur more non-revenue generating miles to obtain loads;
• the Company may increase the size of its fleet during periods of high freight demand during which its competitors also increase their capacity, and the Company may experience losses in greater amounts than such competitors during subsequent cycles of softened freight demand if the Company is required to dispose of assets at a loss to match reduced freight demand;
• customers may solicit bids for freight from multiple trucking companies or select competitors that offer lower rates in an attempt to lower their costs, and the Company may be forced to lower its rates or lose freight; and
• lack of access to current sources of credit or lack of lender access to capital, leading to an inability to secure credit financing on satisfactory terms, or at all.

The Company is subject to cost increases that are outside the Company's control that could materially reduce the Company's profitability if it is unable to increase its rates sufficiently. Such cost increases include, but are not limited to, increases in fuel and energy prices, driver and office employee wages, purchased transportation costs, taxes, interest rates, tolls, license and registration fees, insurance premiums and claims, revenue equipment and related maintenance, and tires and other components. Strikes or other work stoppages at the Company's service centers or at customer, port, border or other shipping locations, deterioration of Canadian, U.S. or Mexican transportation infrastructure and reduced investment in such infrastructure, or actual or threatened armed conflicts or terrorist attacks, efforts to combat terrorism, military action against a foreign state or group located in a foreign state or heightened security requirements could lead to wear, tear and damage to the Company's equipment, driver dissatisfaction, reduced economic demand, reduced availability of credit, increased prices for fuel or temporary closing of the shipping locations or borders between Canada, the United States and

Mexico. Further, the Company may not be able to appropriately adjust its costs and staffing levels to meet changing market demands. In periods of rapid change, it is more difficult to match the Company's staffing level to its business needs.

The Company's operations, with the exception of its brokerage operations, are capital intensive and asset heavy. If anticipated demand differs materially from actual usage, the Company may have too many or too few assets. During periods of decreased customer demand, the Company's asset utilization may suffer, and it may be forced to sell equipment on the open market or turn in equipment under certain equipment leases in order to right size its fleet. This could cause the Company to incur losses on such sales or require payments in connection with equipment the Company turns in, particularly during times of a softer used equipment market, either of which could have a material adverse effect on the Company's profitability.

Although the Company's business volume is not highly concentrated, its customers' financial failures or loss of customer business may materially adversely affect the Company. If the Company were unable to generate sufficient cash from operations, it would need to seek alternative sources of capital, including financing, to meet its capital requirements. In the event that the Company were unable to generate sufficient cash from operations or obtain financing on favorable terms in the future, it may have to limit its fleet size, enter into less favorable financing arrangements or operate its revenue equipment for longer periods, any of which could have a materially adverse effect on its profitability.

Coronavirus and its variants ("COVID-19") outbreak or other similar outbreaks. The recent outbreak of COVID-19, and any other outbreaks of contagious diseases or other adverse public health developments, could have a materially adverse effect on the Company's financial condition, liquidity, results of operations, and cash flows. The outbreak of COVID-19 has resulted in governmental authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter in place orders, increased border and port controls and closures, and shutdowns. There is considerable uncertainty regarding such measures and potential future measures, including vaccine, testing and masks mandates, all of which could limit the Company's ability to meet customer demand, as well as reduce customer demand. Furthermore, government vaccine, testing, and mask mandates may increase the Company's turnover and make recruiting more difficult, particularly among the Company's driver personnel.

Certain of the Company's office personnel have been working remotely, which could disrupt to a certain extent the Company's management, business, finance, and financial reporting teams. The Company may experience an increase in absences or terminations among its driver and non-driver personnel due to the outbreak of COVID-19, which could have a materially adverse effect on the Company's operating results. Further, the Company's operations, particularly in areas of increased COVID-19 infections, could be disrupted resulting in a negative impact on the Company's operations and results.

The outbreak of COVID-19 has significantly increased uncertainty. Risks related to a slowdown or recession are described in the Company's risk factor titled "General Economic, Credit and Business Conditions".

Short-term and long-term developments related to COVID-19 have been unpredictable and the extent to which further developments could impact the Company's operations, financial condition, access to credit, liquidity, results of operations, and cash flows is highly uncertain. Such developments may include the geographic spread and duration of the virus, the distribution and availability of vaccines, vaccine hesitancy, the severity of the disease and the actions that may be taken by various governmental authorities and other third parties in response to the outbreak.

In November 2021, the U.S. Department of Labor's Occupational Safety and Health Administration ("OSHA") published an emergency temporary standard requiring all employers within the U.S. with over 100 employees to ensure that their employees are fully vaccinated or, in the alternative, to ensure that all unvaccinated employees return a negative COVID-19 test at least once a week before coming to work. However, the United States Supreme Court blocked this emergency temporary standard from coming into effect.

Effective January 2022, the Canadian government is prohibiting unvaccinated foreigners, including U.S. citizens, from crossing the border. Effective January 2022, the U.S. Government is prohibiting unvaccinated foreigners, including Canadian citizens, from crossing the U.S.-Canada border and the U.S.-Mexico border. The effect of these border requirements, in addition to any other vaccine, testing, or mask mandates that go into effect may, amongst other things, (i) cause the Company's employees to go to smaller employers, especially if any future mandates are only subject to larger employers, or leave the trucking industry altogether, (ii) result in logistical issues, increased expenses, and operational issues resulting from ensuring compliance with such mandates, such as the costs of arranging for COVID-19 tests for the Company's unvaccinated employees, especially for the Company's unvaccinated drivers, (iii) result in increased costs relating to recruiting and training of drivers, and (iv) result in decreased revenue and other operational issues if we are unable to recruit and retain drivers. Any such vaccine, testing, or mask mandate that is interpreted as to apply to commercial drivers would significantly reduce the pool of drivers available to us and the industry as a whole, exacerbating the current driver shortage even further. Accordingly, any vaccine, testing, or mask mandate, to the extent that it goes into effect, may have a material adverse effect on the Company's business, the Company's operations, and the Company's financial condition and position.

Interest Rate Fluctuations. Future cash flows related to variable-rate financial liabilities could be impacted by changes in benchmark rates such as Bankers' Acceptance or secured overnight financing rate published by the Federal Reserve Bank of New York ("SOFR"). In addition, the Company is exposed to gains and losses arising from changes in interest rates through its derivative financial instruments carried at fair value.

Currency Fluctuations. The Company's financial results are reported in U.S. dollars and a large portion of the Company's revenue and operating costs are realized in currencies other than the U.S. dollar, primarily the Canadian dollar. The exchange rates between these currencies and the U.S. dollar have fluctuated in recent years and will likely continue to do so in the future. It is not possible to mitigate all exposure to fluctuations in foreign currency exchange rates. The results of operations are therefore affected by movements of these currencies against the U.S. dollar.

Price and Availability of Fuel. Fuel is one of the Company's largest operating expenses. Diesel fuel prices fluctuate greatly due to factors beyond the Company's control, such as political events, commodity futures trading, currency fluctuations, natural and man-made disasters, terrorist activities and armed conflicts, any of which may lead to an increase in the cost of fuel. Fuel prices are also affected by the rising demand for fuel in developing countries and could be materially adversely affected by the use of crude oil and oil reserves for purposes other than fuel production and by diminished drilling activity. Such events may lead not only to increases in fuel prices, but also to fuel shortages and disruptions in the fuel supply chain. Because the Company's operations are dependent upon diesel fuel, significant diesel fuel cost increases, shortages or supply disruptions could have a material adverse effect on the Company's business, financial condition and results of operations.

While the Company has fuel surcharge programs in place with a majority of the Company's customers, which historically have helped the Company offset the majority of the negative impact of rising fuel prices, the Company also incurs fuel costs that cannot be recovered even with respect to customers with which the Company maintains fuel surcharge programs, such as those associated with non-revenue generating miles or time when the Company's engines are idling. Moreover, the terms of each customer's fuel surcharge program vary from one division to another, and the recoverability for fuel price increases varies as well. In addition, because the Company's fuel surcharge recovery lags behind changes in fuel prices, the Company's fuel surcharge recovery may not capture the increased costs the Company pays for fuel, especially when prices are rising. This could lead to fluctuations in the Company's levels of reimbursement, such as has occurred in the past. There can be no assurance that such fuel surcharges can be maintained indefinitely or that they will be fully effective.

Insurance. The Company's operations are subject to risks inherent in the transportation sector, including personal injury, property damage, workers' compensation and employment and other issues. The Company's future insurance and claims expenses may exceed historical levels, which could reduce the Company's earnings. The Company subscribes for insurance in amounts it considers appropriate in the circumstances and having regard to industry norms. Like many in the industry, the Company self-insures a significant portion of the claims exposure related to cargo loss, bodily injury, workers' compensation and property damages. Due to the Company's significant self-insured amounts, the Company has exposure to fluctuations in the number or severity of claims and the risk of being required to accrue or pay additional amounts if the Company's estimates are revised or claims ultimately prove to be in excess of the amounts originally assessed. Further, the Company's self-insured retention levels could change and result in more volatility than in recent years.

The Company holds a fully-fronted policy of CAD $10 million limit per occurrence for automobile bodily injury, property damage and commercial general liability for its Canadian Insurance Program, subject to certain exceptions. The Company retains a deductible of US $2.25 million for certain U.S. subsidiaries on their primary US $5 million limit policies for automobile bodily injury and property damage, also subject to certain exceptions, and a 50% quota share deductible for the US $5 million limit in excess of US $5 million. The Company retains a deductible of US $1 million on its primary US $5 million limit policy for certain U.S. subsidiaries for commercial general liability. The Company retains deductibles of up to US $1 million per occurrence for workers' compensation claims. The Company's liability coverage has a total limit of US $100 million per occurrence for both its Canadian and U.S. divisions.

Although the Company believes its aggregate insurance limits should be sufficient to cover reasonably expected claims, it is possible that the amount of one or more claims could exceed the Company's aggregate coverage limits or that the Company will chose not to obtain insurance in respect of such claims. If any claim were to exceed the Company's coverage, the Company would bear the excess, in addition to the Company's other self-insured amounts. The Company's results of operations and financial condition could be materially and adversely affected if (i) cost per claim or the number of claims significantly exceeds the Company's coverage limits or retention amounts; (ii) the Company experiences a claim in excess of its coverage limits; (iii) the Company's insurance carriers fail to pay on the Company's insurance claims; (iv) the Company experiences a significant increase in premiums; or (v) the Company experiences a claim for which coverage is not provided, either because the Company chose not to obtain insurance as a result of high premiums or because the claim is not covered by insurance which the Company has in place.

The Company accrues the costs of the uninsured portion of pending claims based on estimates derived from the Company's evaluation of the nature and severity of individual claims and an estimate of future claims development based upon historical claims development trends. Actual settlement of the Company's retained claim liabilities could differ from its estimates due to a number of uncertainties, including evaluation of severity, legal costs and claims that have been incurred but not reported. Due to the Company's high retained amounts, it has significant exposure to fluctuations in the number and severity of claims. If the Company were required to accrue or pay additional amounts because its estimates are revised or the claims ultimately prove to be more severe than originally assessed, its financial condition and results of operations may be materially adversely affected.

Employee Relations. With the acquisition of UPS Freight and prior Canadian acquisitions, the Company has a substantial number of unionized employees in the U.S. and Canada. Although the Company believes that its relations with its employees are satisfactory, no assurance can be given that the Company will be able to successfully extend or renegotiate the Company's current collective agreements as they expire from time to time or that additional employees will not attempt to unionize.

The unionization of the Company's employees in additional business units, adverse changes in terms under collective bargaining agreements, or actual or threatened strikes, work stoppages or slow downs, could have a material adverse effect on the Company's business, customer retention, results of operations, financial condition and liquidity, and could cause significant disruption of, or inefficiencies in, its operations, because:

• restrictive work rules could hamper the Company's ability to improve or sustain operating efficiency or could impair the Company's service reputation and limit its ability to provide certain services;

• a strike or work stoppage could negatively impact the Company's profitability and could damage customer and employee relationships;

• shippers may limit their use of unionized trucking companies because of the threat of strikes and other work stoppages;

• the Company could fail to extend or renegotiate its collective agreements or experience material increases in wages or benefits;

• disputes with the Company's unions could arise; and

• an election and bargaining process could divert management's time and attention from the Company's overall objectives and impose significant expenses.

The Company's collective agreements have a variety of expiration dates, to the last of which is in March 2028. In a small number of cases, the expiration date of the collective agreement has passed; in such cases, the Corporation is generally in the process of renegotiating the agreement. The Company cannot predict the effect which any new collective agreements or the failure to enter into such agreements upon the expiry of the current agreements may have on its operations.

The Company has limited experience with unionized employees in the U.S. There may be additional risks related to the increased number of unionized U.S. employees from the acquisition of UPS Freight. The impact the Company's unionized operations could have on non-unionized operations is uncertain.

Drivers. Increases in driver compensation or difficulties attracting and retaining qualified drivers could have a material adverse effect on the Company's profitability and the ability to maintain or grow the Company's fleet.

Like many in the transportation sector, the Company experiences substantial difficulty in attracting and retaining sufficient numbers of qualified drivers. The trucking industry periodically experiences a shortage of qualified drivers. The Company believes the shortage of qualified drivers and intense competition for drivers from other transportation companies will create difficulties in maintaining or increasing the number of drivers and may negatively impact the Company's ability to engage a sufficient number of drivers, and the Company's inability to do so may negatively impact its operations. Further, the compensation the Company offers its drivers and independent contractor expenses are subject to market conditions, and the Company may find it necessary to increase driver and independent contractor compensation in future periods.

In addition, the Company and many other trucking companies suffer from a high turnover rate of drivers in the U.S. TL market. This high turnover rate requires the Company to continually recruit a substantial number of new drivers in order to operate existing revenue equipment. Driver shortages are exacerbated during periods of economic expansion, in which alternative employment opportunities, including in the construction and manufacturing industries, which may offer better compensation and/or more time at home, are more plentiful and freight demand increases, or during periods of economic downturns, in which unemployment benefits might be extended and financing is limited for independent contractors who seek to purchase equipment, or the scarcity or growth of loans for students who seek financial aid for driving school. In addition, enrollment at driving schools may be further limited by COVID-19 social distancing requirements, vaccine, testing, and mask mandates, and other regulatory requirements that reduces the number of eligible drivers. The lack of adequate tractor parking along some U.S. highways and congestion caused by inadequate highway funding may make it more difficult for drivers to comply with hours of service regulations and cause added stress for drivers, further reducing the pool of eligible drivers. The Company's use of team-driven tractors for expedited shipments requires two drivers per tractor, which further increases the number of drivers the Company must recruit and retain in comparison to operations that require one driver per tractor. The Company also employs driver hiring standards, which could further reduce the pool of available drivers from which the Company would hire. If the Company is unable to continue to attract and retain a sufficient number of drivers, the Company could be forced to, among other things, adjust the Company's compensation packages, increase the number of the Company's tractors without drivers or operate with fewer trucks and face difficulty meeting shipper demands, any of which could adversely affect the Company's growth and profitability.

Independent Contractors. The Company's contracts with U.S. independent contractors are governed by U.S. federal leasing regulations, which impose specific requirements on the Company and the independent contractors. If more stringent state or U.S. federal leasing regulations are adopted, U.S.

independent contractors could be deterred from becoming independent contractor drivers, which could materially adversely affect the Company's goal of maintaining its current fleet levels of independent contractors.

The Company provides financing to certain qualified Canadian independent contractors and financial guarantees to a small number of U.S. independent contractors. If the Company were unable to provide such financing or guarantees in the future, due to liquidity constraints or other restrictions, it may experience a decrease in the number of independent contractors it is able to engage. Further, if independent contractors the Company engages default under or otherwise terminate the financing arrangements and the Company is unable to find replacement independent contractors or seat the tractors with its drivers, the Company may incur losses on amounts owed to it with respect to such tractors.

Pursuant to the Company's fuel surcharge program with independent contractors, the Company pays independent contractors with which it contracts a fuel surcharge that increases with the increase in fuel prices. A significant increase or rapid fluctuation in fuel prices could cause the Company's costs under this program to be higher than the revenue the Company receives under its customer fuel surcharge programs.

U.S. tax and other regulatory authorities, as well as U.S. independent contractors themselves, have increasingly asserted that U.S. independent contractor drivers in the trucking industry are employees rather than independent contractors, and the Company's classification of independent contractors has been the subject of audits by such authorities from time to time. U.S. federal and state legislation has been introduced in the past that would make it easier for tax and other authorities to reclassify independent contractors as employees, including legislation to increase the recordkeeping requirements for those that engage independent contractor drivers and to increase the penalties for companies who misclassify their employees and are found to have violated employees' overtime and/or wage requirements. The most recent example being the Protecting the Rights to Organize ("PRO") Act, which was passed by the U.S. House of Representatives and received by the U.S. Senate in March 2021 and remains with the U.S. Senate's Committee on Health, Education, Labor, and Pensions. The PRO Act proposes to apply the "ABC Test" (described below) for classifying workers under Federal Fair Labor Standards Act claims. It is unknown whether any of the proposed legislation will become law or whether any industry-based exemptions from any resulting law will be granted. Additionally, U.S. federal legislators have sought to abolish the current safe harbor allowing taxpayers meeting certain criteria to treat individuals as independent contractors if they are following a long-standing, recognized practice, to extend the U.S. Fair Labor Standards Act to independent contractors and to impose notice requirements based on employment or independent contractor status and fines for failure to comply. Some U.S. states have put initiatives in place to increase their revenue from items such as unemployment, workers' compensation and income taxes, and a reclassification of independent contractors as employees would help states with this initiative. Further, courts in certain U.S. states have issued decisions that could result in a greater likelihood that independent contractors would be judicially classified as employees in such states.

In September 2019, California enacted a new law, A.B. 5 ("AB5"), that made it more difficult for workers to be classified as independent contractors (as opposed to employees). AB5 provides that the three-pronged "ABC Test" must be used to determine worker classifications in wage order claims. Under the ABC Test, a worker is presumed to be an employee and the burden to demonstrate their independent contractor status is on the hiring company through satisfying all three of the following criteria: (a) the worker is free from control and direction in the performance of services; (b) the worker is performing work outside the usual course of the business of the hiring company; and (c) the worker is customarily engaged in an independently established trade, occupation, or business. How AB5 will be enforced is still to be determined. In January 2021, however, the California Supreme Court ruled that the ABC Test could apply retroactively to all cases not yet final as of the date the original decision was rendered, April 2018. While it was set to enter into effect in January 2020, a U.S. federal judge in California issued a preliminary injunction barring the enforcement of AB5 on the trucking industry while the California Trucking Association ("CTA") moves forward with its suit seeking to invalidate AB5. The Ninth Circuit rejected the reasoning behind the injunction in April 2021, ruling that AB5 is not pre-empted by U.S. federal law, but granted a stay of the AB5 mandate in June 2021 (preventing its application and temporarily continuing the injunction) while the CTA petitioned the United States Supreme Court (the "Supreme Court") to review the decision. In November 2021, the Supreme Court requested that the U.S. solicitor general weigh in on the case. The injunction will remain in place until the Supreme Court makes a decision on whether to proceed in hearing the case. While the stay of the AB5 mandate provides temporary relief to the enforcement of AB5, it remains unclear how long such relief will last, and whether the CTA will ultimately be successful in invalidating the law. It is also possible AB5 will spur similar legislation in states other than California, which could adversely affect the Company's results of operations and profitability.

U.S. class action lawsuits and other lawsuits have been filed against certain members of the Company's industry seeking to reclassify independent contractors as employees for a variety of purposes, including workers' compensation and health care coverage. In addition, companies that use lease purchase independent contractor programs, such as the Company, have been more susceptible to reclassification lawsuits, and several recent decisions have been made in favor of those seeking to classify independent contractor truck drivers as employees. U.S. taxing and other regulatory authorities and courts apply a variety of standards in their determination of independent contractor status. If the independent contractors with whom the Company contracts are determined to be employees, the Company would incur additional exposure under U.S. federal and state tax, workers' compensation, unemployment benefits, labor, employment and tort laws, including for prior periods, as well as potential liability for employee benefits and tax withholdings, and the Company's business, financial condition and results of operations could be materially adversely affected. The Company has settled certain class action cases in Massachusetts and California in the past with independent contractors who alleged they were misclassified.

Acquisitions and Integration Risks. Historically, acquisitions have been a part of the Company's growth strategy. The Company may not be able to successfully integrate acquisitions into the Company's business, or may incur significant unexpected costs in doing so. Further, the process of integrating acquired businesses may be disruptive to the Company's existing business and may cause an interruption or reduction of the Company's business as a result of the following factors, among others:

- loss of drivers, key employees, customers or contracts;
- possible inconsistencies in or conflicts between standards, controls, procedures and policies among the combined companies and the need to implement company-wide financial, accounting, information technology and other systems;
- failure to maintain or improve the safety or quality of services that have historically been provided;
- inability to retain, integrate, hire or recruit qualified employees;
- unanticipated environmental or other liabilities;
- risks of entering new markets or business offerings in which we have had no or only limited prior experience;
- failure to coordinate geographically dispersed organizations; and
- the diversion of management's attention from the Company's day-to-day business as a result of the need to manage any disruptions and difficulties and the need to add management resources to do so.

Given the nature and size of UPS Freight, as well as the structure of the acquisition as a carveout from UPS, the acquisition of UPS Freight presents the following risks, in addition to risks noted elsewhere in these risk factors:

- a large portion of the business of UPS Freight prior to the acquisition was with affiliates of UPS. While there are transportation service agreements in effect with such affiliates of UPS, such affiliates may decide to reduce or eliminate business with the Company in the future and we have limited contractual protections to prevent the loss of such business;
- some of the information and operating systems of UPS Freight were integrated with UPS prior to the acquisition. The Company is in the process of transitioning such systems and could experience disruptions during the transition or difficulty or delay in building its systems and personnel to operate them;
- the Company had limited experience in the U.S. LTL market prior to the acquisition and we may be unsuccessful in integrating UPS Freight and operating it profitably;
- given the size and complexity of the acquired U.S. LTL operations of UPS Freight, management's attention may be diverted from other areas of the Company; and
- the Company acquired a substantial number of unionized U.S. employees in the acquisition and unionized employees present significant risks.

Anticipated cost savings, synergies, revenue enhancements or other benefits from any acquisitions that the Company undertakes may not materialize in the expected timeframe or at all. The Company's estimated cost savings, synergies, revenue enhancements and other benefits from acquisitions are subject to a number of assumptions about the timing, execution and costs associated with realizing such synergies. Such assumptions are inherently uncertain and are subject to a wide variety of significant business, economic and competition risks. There can be no assurance that such assumptions will turn out to be correct and, as a result, the amount of cost savings, synergies, revenue enhancements and other benefits the Company actually realizes and/or the timing of such realization may differ significantly (and may be significantly lower) from the ones the Company estimated, and the Company may incur significant costs in reaching the estimated cost savings, synergies, revenue enhancements or other benefits. Further, management of acquired operations through a decentralized approach may create inefficiencies or inconsistencies.

Many of the Company's recent acquisitions have involved the purchase of stock of existing companies. These acquisitions, as well as acquisitions of substantially all of the assets of a company, may expose the Company to liability for actions taken by an acquired business and its management before the Company's acquisition. The due diligence the Company conducts in connection with an acquisition and any contractual guarantees or indemnities that the Company receives from the sellers of acquired companies may not be sufficient to protect the Company from, or compensate the Company for, actual liabilities. The representations made by the sellers expire at varying periods after the closing. A material liability associated with an acquisition, especially where there is no right to indemnification, could adversely affect the Company's results of operations, financial condition and liquidity.

The Company continues to review acquisition and investment opportunities in order to acquire companies and assets that meet the Company's investment criteria, some of which may be significant. Depending on the number of acquisitions and investments and funding requirements, the Company may need to raise substantial additional capital and increase the Company's indebtedness. Instability or disruptions in the capital markets, including credit markets, or the deterioration of the Company's financial condition due to internal or external factors, could restrict or prohibit access to the capital markets and could also increase the Company's cost of capital. To the extent the Company raises additional capital through the sale of equity, equity-linked or convertible debt securities, the issuance of such securities could result in dilution to the Company's existing shareholders. If the Company raises additional funds through the issuance of debt securities, the terms of such debt could impose additional restrictions and costs on the Company's operations. Additional capital, if required, may not be available on acceptable terms or at all. If the Company is unable to obtain additional capital at a reasonable cost, the Company may be required to forego potential acquisitions, which could impair the execution of the Company's growth strategy.

The Company routinely evaluates its operations and considers opportunities to divest certain of its assets. In addition, the Company faces competition for acquisition opportunities. This external competition may hinder the Company's ability to identify and/or consummate future acquisitions successfully. There is also a risk of impairment of acquired goodwill and intangible assets. This risk of impairment to goodwill and intangible assets exists because the assumptions used in the initial valuation, such as interest rates or forecasted cash flows, may change when testing for impairment is required.

There is no assurance that the Company will be successful in identifying, negotiating, consummating or integrating any future acquisitions. If the Company does not make any future acquisitions, or divests certain of its operations, the Company's growth rate could be materially and adversely affected. Any future acquisitions the Company does undertake could involve the dilutive issuance of equity securities or the incurring of additional indebtedness.

Growth. There is no assurance that in the future, the Company's business will grow substantially or without volatility, nor is there any assurance that the Company will be able to effectively adapt its management, administrative and operational systems to respond to any future growth. Furthermore, there is no assurance that the Company's operating margins will not be adversely affected by future changes in and expansion of its business or by changes in economic conditions or that it will be able to sustain or improve its profitability in the future.

Environmental Matters. The Company uses storage tanks at certain of its Canadian and U.S. transportation terminals. Canadian and U.S. laws and regulations generally impose potential liability on the present and former owners or occupants or custodians of properties on which contamination has occurred, as well as on parties who arranged for the disposal of waste at such properties. Although the Company is not aware of any contamination which, if remediation or clean-up were required, would have a material adverse effect on it, certain of the Company's current or former facilities have been in operation for many years and over such time, the Company or the prior owners, operators or custodians of the properties may have generated and disposed of wastes which are or may be considered hazardous. Liability under certain of these laws and regulations may be imposed on a joint and several basis and without regard to whether the Company knew of, or was responsible for, the presence or disposal of these materials or whether the activities giving rise to the contamination was legal when it occurred. In addition, the presence of those substances, or the failure to properly dispose of or remove those substances, may adversely affect the Company's ability to sell or rent that property. If the Company incurs liability under these laws and regulations and if it cannot identify other parties which it can compel to contribute to its expenses and who are financially able to do so, it could have a material adverse effect on the Company's financial condition and results of operations. There can be no assurance that the Company will not be required at some future date to incur significant costs or liabilities pursuant to environmental laws, or that the Company's operations, business or assets will not be materially affected by current or future environmental laws.

The Company's transportation operations and its properties are subject to extensive and frequently-changing federal, provincial, state, municipal and local environmental laws, regulations and requirements in Canada, the United States and Mexico relating to, among other things, air emissions, the management of contaminants, including hazardous substances and other materials (including the generation, handling, storage, transportation and disposal thereof), discharges and the remediation of environmental impacts (such as the contamination of soil and water, including ground water). A risk of environmental liabilities is inherent in transportation operations, historic activities associated with such operations and the ownership, management and control of real estate.

Environmental laws may authorize, among other things, federal, provincial, state and local environmental regulatory agencies to issue orders, bring administrative or judicial actions for violations of environmental laws and regulations or to revoke or deny the renewal of a permit. Potential penalties for such violations may include, among other things, civil and criminal monetary penalties, imprisonment, permit suspension or revocation and injunctive relief. These agencies may also, among other things, revoke or deny renewal of the Company's operating permits, franchises or licenses for violations or alleged violations of environmental laws or regulations and impose environmental assessment, removal of contamination, follow up or control procedures.

Environmental Contamination. The Company could be subject to orders and other legal actions and procedures brought by governmental or private parties in connection with environmental contamination, emissions or discharges. If the Company is involved in a spill or other accident involving hazardous substances, if there are releases of hazardous substances the Company transports, if soil or groundwater contamination is found at the Company's current or former facilities or results from the Company's operations, or if the Company is found to be in violation of applicable laws or regulations, the Company could be subject to cleanup costs and liabilities, including substantial fines or penalties or civil and criminal liability, any of which could have a materially adverse effect on the Company's business and operating results.

Key Personnel. The future success of the Company will be based in large part on the quality of the Company's management and key personnel. The Company's management and key personal possess valuable knowledge about the transportation and logistics industry and their knowledge of and relationships with the Company's key customers and vendors would be difficult to replace. The loss of key personnel could have a negative effect on the Company. There can be no assurance that the Company will be able to retain its current key personnel or, in the event of their departure, to develop or attract new personnel of equal quality.

Dependence on Third Parties. Certain portions of the Company's business are dependent upon the services of third-party capacity providers, including other transportation companies. For that portion of the Company's business, the Company does not own or control the transportation assets that deliver

the customers' freight, and the Company does not employ the people directly involved in delivering the freight. This reliance could cause delays in reporting certain events, including recognizing revenue and claims. These third-party providers seek other freight opportunities and may require increased compensation in times of improved freight demand or tight trucking capacity. The Company's inability to secure the services of these third parties could significantly limit the Company's ability to serve its customers on competitive terms. Additionally, if the Company is unable to secure sufficient equipment or other transportation services to meet the Company's commitments to its customers or provide the Company's services on competitive terms, the Company's operating results could be materially and adversely affected. The Company's ability to secure sufficient equipment or other transportation services is affected by many risks beyond the Company's control, including equipment shortages in the transportation industry, particularly among contracted carriers, interruptions in service due to labor disputes, changes in regulations impacting transportation and changes in transportation rates.

Loan Default. The agreements governing the Company's indebtedness, including the Credit Facility and the Term Loan, contain certain restrictions and other covenants relating to, among other things, funded debt, distributions, liens, investments, acquisitions and dispositions outside the ordinary course of business and affiliate transactions. If the Company fails to comply with any of its financing arrangement covenants, restrictions and requirements, the Company could be in default under the relevant agreement, which could cause cross-defaults under other financing arrangements. In the event of any such default, if the Company failed to obtain replacement financing or amendments to or waivers under the applicable financing arrangement, the Company may be unable to pay dividends to its shareholders, and its lenders could cease making further advances, declare the Company's debt to be immediately due and payable, fail to renew letters of credit, impose significant restrictions and requirements on the Company's operations, institute foreclosure procedures against their collateral, or impose significant fees and transaction costs. If debt acceleration occurs, economic conditions may make it difficult or expensive to refinance the accelerated debt or the Company may have to issue equity securities, which would dilute share ownership. Even if new financing is made available to the Company, credit may not be available to the Company on acceptable terms. A default under the Company's financing arrangements could result in a materially adverse effect on its liquidity, financial condition and results of operations. As at the date hereof, the Company is in compliance with all of its debt covenants and obligations.

Credit Facilities. The Company has significant ongoing capital requirements that could affect the Company's profitability if the Company is unable to generate sufficient cash from operations and/or obtain financing on favorable terms. The trucking industry and the Company's trucking operations are capital intensive, and require significant capital expenditures annually. The amount and timing of such capital expenditures depend on various factors, including anticipated freight demand and the price and availability of assets. If anticipated demand differs materially from actual usage, the Company's trucking operations may have too many or too few assets. Moreover, resource requirements vary based on customer demand, which may be subject to seasonal or general economic conditions. During periods of decreased customer demand, the Company's asset utilization may suffer, and it may be forced to sell equipment on the open market or turn in equipment under certain equipment leases in order to right size its fleet. This could cause the Company to incur losses on such sales or require payments in connection with such turn ins, particularly during times of a softer used equipment market, either of which could have a materially adverse effect on the Company's profitability.

The Company's indebtedness may increase from time to time in the future for various reasons, including fluctuations in results of operations, capital expenditures and potential acquisitions. The agreements governing the Company's indebtedness, including the Credit Facility and the Term Loan, mature on various dates, ranging from 2023 to 2036. There can be no assurance that such agreements governing the Company's indebtedness will be renewed or refinanced, or if renewed or refinanced, that the renewal or refinancing will occur on equally favorable terms to the Company. The Company's ability to pay dividends to shareholders and ability to purchase new revenue equipment may be adversely affected if the Company is not able to renew the Credit Facility or the Term Loan or arrange refinancing of any indebtedness, or if such renewal or refinancing, as the case may be, occurs on terms materially less favorable to the Company than at present. If the Company is unable to generate sufficient cash flow from operations and obtain financing on terms favorable to the Company in the future, the Company may have to limit the Company's fleet size, enter into less favorable financing arrangements or operate the Company's revenue equipment for longer periods, any of which may have a material adverse effect on the Company's operations.

Increased prices for new revenue equipment, design changes of new engines, decreased availability of new revenue equipment and future use of autonomous tractors could have a material adverse effect on the Company's business, financial condition, operations, and profitability.

The Company is subject to risk with respect to higher prices for new equipment for its trucking operations. The Company has experienced an increase in prices for new tractors in recent years, and the resale value of the tractors has not increased to the same extent. Prices have increased and may continue to increase, due to, among other reasons, (i) increases in commodity prices; (ii) U.S. government regulations applicable to newly-manufactured tractors, trailers and diesel engines; (iii) the pricing discretion of equipment manufacturers; and (iv) component and supply chain issues that limit availability of new equipment and increase prices. Increased regulation has increased the cost of the Company's new tractors and could impair equipment productivity, in some cases, resulting in lower fuel mileage, and increasing the Company's operating expenses. Further regulations with stricter emissions and efficiency requirements have been proposed that would further increase the Company's costs and impair equipment productivity. These adverse effects, combined with the uncertainty as to the reliability of the vehicles equipped with the newly designed diesel engines and the residual values realized from the disposition of these vehicles could increase the Company's costs or otherwise adversely affect the Company's business or operations as the regulations become effective. Over the past several years, some manufacturers have significantly increased new equipment prices, in part to meet new engine design and

operations requirements. Furthermore, future use of autonomous tractors could increase the price of new tractors and decrease the value of used non-autonomous tractors. The Company's business could be harmed if it is unable to continue to obtain an adequate supply of new tractors and trailers for these or other reasons. As a result, the Company expects to continue to pay increased prices for equipment and incur additional expenses for the foreseeable future.

Tractor and trailer vendors may reduce their manufacturing output in response to lower demand for their products in economic downturns or shortages of component parts. Currently, tractor and trailer manufacturers are experiencing significant shortages of semiconductor chips and other component parts and supplies, including steel, forcing many manufacturers to curtail or suspend their production, which has led to a lower supply of tractors and trailers, higher prices, and lengthened trade cycles, which could have a material adverse effect on the Company's business, financial condition, and results of operations, particularly the Company's maintenance expense and driver retention.

The Company has certain revenue equipment leases and financing arrangements with balloon payments at the end of the lease term equal to the residual value the Company is contracted to receive from certain equipment manufacturers upon sale or trade back to the manufacturers. If the Company does not purchase new equipment that triggers the trade-back obligation, or the equipment manufacturers do not pay the contracted value at the end of the lease term, the Company could be exposed to losses equal to the excess of the balloon payment owed to the lease or finance company over the proceeds from selling the equipment on the open market.

The Company has trade-in and repurchase commitments that specify, among other things, what its primary equipment vendors will pay it for disposal of a certain portion of the Company's revenue equipment. The prices the Company expects to receive under these arrangements may be higher than the prices it would receive in the open market. The Company may suffer a financial loss upon disposition of its equipment if these vendors refuse or are unable to meet their financial obligations under these agreements, it does not enter into definitive agreements that reflect favorable equipment replacement or trade-in terms, it fails to or is unable to enter into similar arrangements in the future, or it does not purchase the number of new replacement units from the vendors required for such trade-ins.

Used equipment prices are subject to substantial fluctuations based on freight demand, supply of used trucks, availability of financing, presence of buyers for export and commodity prices for scrap metal. These and any impacts of a depressed market for used equipment could require the Company to dispose of its revenue equipment below the carrying value. This leads to losses on disposal or impairments of revenue equipment, when not otherwise protected by residual value arrangements. Deteriorations of resale prices or trades at depressed values could cause losses on disposal or impairment charges in future periods.

Difficulty in obtaining goods and services from the Company's vendors and suppliers could adversely affect its business.

The Company is dependent upon its vendors and suppliers for certain products and materials. The Company believes that it has positive vendor and supplier relationships and it is generally able to obtain acceptable pricing and other terms from such parties. If the Company fails to maintain positive relationships with its vendors and suppliers, or if its vendors and suppliers are unable to provide the products and materials it needs or undergo financial hardship, the Company could experience difficulty in obtaining needed goods and services because of production interruptions, limited material availability or other reasons. As a consequence, the Company's business and operations could be adversely affected.

Customer and Credit Risks. The Company provides services to clients primarily in Canada, the United States and Mexico. The concentration of credit risk to which the Company is exposed is limited due to the significant number of customers that make up its client base and their distribution across different geographic areas. Furthermore, no client accounted for more than 5% of the Company's total accounts receivable for the year ended December 31, 2022. Generally, the Company does not have long-term contracts with its major customers. Accordingly, in response to economic conditions, supply and demand factors in the industry, the Company's performance, the Company's customers' internal initiatives or other factors, the Company's customers may reduce or eliminate their use of the Company's services, or may threaten to do so in order to gain pricing and other concessions from the Company.

Economic conditions and capital markets may adversely affect the Company's customers and their ability to remain solvent. The customers' financial difficulties can negatively impact the Company's results of operations and financial condition, especially if those customers were to delay or default in payment to the Company. For certain customers, the Company has entered into multi-year contracts, and the rates the Company charges may not remain advantageous.

Availability of Capital. If the economic and/or the credit markets weaken, or the Company is unable to enter into acceptable financing arrangements to acquire revenue equipment, make investments and fund working capital on terms favorable to it, the Company's business, financial results and results of operations could be materially and adversely affected. The Company may need to incur additional indebtedness, reduce dividends or sell additional shares in order to accommodate these items. A decline in the credit or equity markets and any increase in volatility could make it more difficult for the Company to obtain financing and may lead to an adverse impact on the Company's profitability and operations.

Information Systems. The Company depends heavily on the proper functioning, availability and security of the Company's information and communication systems, including financial reporting and operating systems, in operating the Company's business. The Company's operating system is critical to understanding customer demands, accepting and planning loads, dispatching equipment and drivers and billing and collecting for the Company's services. The Company's financial reporting system is critical to producing accurate and timely financial statements and analyzing business information to help the Company manage its business effectively. The Company receives and transmits confidential data with and among its customers, drivers, vendors, employees and service providers in the normal course of business.

The Company's operations and those of its technology and communications service providers are vulnerable to interruption by natural disasters, such as fires, storms, and floods, which may increase in frequency and severity due to climate change, as well as other events beyond the Company's control, including cybersecurity breaches and threats, such as hackers, malware and viruses, power loss, telecommunications failure, terrorist attacks and Internet failures. The Company's systems are also vulnerable to unauthorized access and viewing, misappropriation, altering or deleting of information, including customer, driver, vendor, employee and service provider information and its proprietary business information. If any of the Company's critical information systems fail, are breached or become otherwise unavailable, the Company's ability to manage its fleet efficiently, to respond to customers' requests effectively, to maintain billing and other records reliably, to maintain the confidentiality of the Company's data and to bill for services and prepare financial statements accurately or in a timely manner would be challenged. Any significant system failure, upgrade complication, cybersecurity breach or other system disruption could interrupt or delay the Company's operations, damage its reputation, cause the Company to lose customers, cause the Company to incur costs to repair its systems, pay fines or in respect of litigation or impact the Company's ability to manage its operations and report its financial performance, any of which could have a material adverse effect on the Company's business.

Remote Work. The Company has, and will continue to have, a portion of its employees that work from home full-time or under flexible work arrangements, which exposes the Company to additional cybersecurity risks. Employees working remotely may expose the Company to cybersecurity risks through: (i) unauthorized access to sensitive information as a result of increased remote access, including employees' use of Company-owned and personal devices and videoconferencing functions and applications to remotely handle, access, discuss or transmit confidential information, (ii) increased exposure to phishing and other scams as cybercriminals may, among other things, install malicious software on the Company's systems and equipment and access sensitive information, and (iii) violation of international, federal, or state-specific privacy laws. The Company believes that the increased number of employees working remotely has incrementally increased the cyber risk profile of the Company, but the Company is unable to predict the extent or impacts of those risks at this time. A significant disruption of our information technology systems, unauthorized access or a loss of confidential information, or legal claims resulting from a privacy law could have a material adverse effect on the Company.

Litigation. The Company's business is subject to the risk of litigation by employees, customers, vendors, government agencies, shareholders and other parties. The outcome of litigation is difficult to assess or quantify, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. The cost to defend litigation may also be significant. Not all claims are covered by the Company's insurance, and there can be no assurance that the Company's coverage limits will be adequate to cover all amounts in dispute. In the United States, where the Company has growing operations, many trucking companies have been subject to class-action lawsuits alleging violations of various federal and state wage laws regarding, among other things, employee classification, employee meal breaks, rest periods, overtime eligibility, and failure to pay for all hours worked. A number of these lawsuits have resulted in the payment of substantial settlements or damages by the defendants. The Company may at some future date be subject to such a class-action lawsuit. In addition, the Company may be subject, and has been subject in the past, to litigation resulting from trucking accidents. The number and severity of litigation claims may be worsened by distracted driving by both truck drivers and other motorists. To the extent the Company experiences claims that are uninsured, exceed the Company's coverage limits, involve significant aggregate use of the Company's self-insured retention amounts or cause increases in future funded premiums, the resulting expenses could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

Internal Control. Beginning with the year ended December 31, 2021, the Company is required, pursuant to Section 404 of the U.S. Sarbanes-Oxley Act, to furnish a report by management on the effectiveness of its internal control over financial reporting. In addition, the Company's independent registered public accounting firm must report on its evaluation of the Company's internal control over financial reporting. The Company reported material weaknesses as of December 31, 2021 which were remediated in 2022 such that the 2022 evaluation of internal control over financial reporting concluded that the internal controls over financial reporting were effective. If the Company fails to comply with Section 404 of the U.S. Sarbanes-Oxley Act and does not maintain effective internal controls in the future, it could result in a material misstatement of the Company's financial statements, which could cause investors to lose confidence in the Company's financial statements and cause the trading price of the Common Shares to decline.

Material Transactions. The Company has acquired numerous companies pursuant to its acquisition strategy and, in addition, has sold business units, including the sale in February 2016 of its then-Waste Management segment for CAD $800 million. The Company buys and sells business units in the normal course of its business. Accordingly, at any given time, the Company may consider, or be in the process of negotiating, a number of potential acquisitions and dispositions, some of which may be material in size. In connection with such potential transactions, the Company regularly enters into non-disclosure or confidentiality agreements, indicative term sheets, non-binding letters of intent and other similar agreements with potential sellers and

buyers, and conducts extensive due diligence as applicable. These potential transactions may relate to some or all of the Company's four reportable segments, that is, TL, Logistics, LTL, and Package and Courier. The Company's active acquisition and disposition strategy requires a significant amount of management time and resources. Although the Company complies with its disclosure obligations under applicable securities laws, the announcement of any material transaction by the Company (or rumors thereof, even if unfounded) could result in volatility in the market price and trading volume of the Common Shares. Further, the Company cannot predict the reaction of the market, or of the Company's stakeholders, customers or competitors, to the announcement of any such material transaction or to rumors thereof.

Dividends and Share Repurchases. The payment of future dividends and the amount thereof is uncertain and is at the sole discretion of the Board of Directors of the Company and is considered each quarter. The payment of dividends is dependent upon, among other things, operating cash flow generated by the Company, its financial requirements for operations, the execution of its growth strategy and the satisfaction of solvency tests imposed by the Canada Business Corporations Act for the declaration and payment of dividends. Similarly, any future repurchase of shares by the Company is at the sole discretion of the Board of Directors and is dependent on the factors described above. Any future repurchase of shares by the Company is uncertain.

Attention on Environmental, Social and Governance (ESG) Matters. Companies are facing increasing attention from stakeholders relating to ESG matters, including environmental stewardship, social responsibility, and diversity and inclusion. Organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings may lead to negative sentiment toward the Company, which could have a negative impact on the Company's stock price.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, the disclosures about contingent assets and liabilities, and the reported amounts of revenues and expenses. Such estimates include establishing the fair value of intangible assets related to business combinations, determining estimates and assumptions related to impairment tests for goodwill, determining estimates and assumptions related to the accrued benefit obligation, and determining estimates and assumptions related to the evaluation of provisions for self-insurance and litigations. These estimates and assumptions are based on management's best estimates and judgments. Key drivers in critical estimates are as follows:

Fair value of intangible assets related to business combinations

- Projected future cash flows
- Acquisition specific discount rate
- Attrition rate established from historical trends

Impairment tests for goodwill

- Discount rates
- Forecasted revenue growth, operating margin, EBITDA margin as well as capital expenditures
- Comparable public company EBITDA multiples

Accrued benefit obligation

- Discount rates
- Salary growth
- Mortality tables

Self-Insurance and litigations

- Historical claim experience, severity factors affecting the amounts ultimately paid, and current and expected levels of cost per claims
- Third party evaluations

Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts

and circumstances dictate. Actual results could differ from these estimates. Changes in those estimates and assumptions resulting from changes in the economic environment will be reflected in the financial statements of future periods.

CHANGES IN ACCOUNTING POLICIES

Adopted during the period

The following new standards, and amendments to standards and interpretations, are effective for the first time for interim periods beginning on or after January 1, 2022 and have been applied in preparing the audited consolidated financial statements:

Onerous Contracts - Cost of Fulfilling a Contract
(Amendments to IAS 37)

These new standards did not have a material impact on the Company's audited consolidated financial statements.

To be adopted in future periods

The following new standards and amendments to standards are not yet effective for the year ended December 31, 2022, and have not been applied in preparing the audited consolidated financial statements:

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
Definition of Accounting Estimates (Amendments to IAS 8)
Lease Liability in a Sales and Leaseback (Amendments to IFRS 16)

Further information can be found in note 3 of the December 31, 2022 audited consolidated financial statements.

CONTROLS AND PROCEDURES

In compliance with the provisions of Canadian Securities Administrators' National Instrument 52-109 and the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company has filed certificates signed by the President and Chief Executive Officer ("CEO") and by the Chief Financial Officer ("CFO") that, among other things, report on:

• their responsibility for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company; and
• the design of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure controls and procedures

The President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), have designed disclosure controls and procedures (as defined in National Instrument 52-109 and Rule 13a-15(e) and 15d-15(e) under the Exchange Act), or have caused them to be designed under their supervision, in order to provide reasonable assurance that:

• material information relating to the Company is made known to the CEO and CFO by others; and
• information required to be disclosed by the Company in its filings, under applicable securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

As at December 31, 2022, an evaluation was carried out under the supervision of the CEO and CFO, of the design and operating effectiveness of the Company's disclosure controls and procedures. Based on this evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were appropriately designed and were operating effectively as at December 31, 2022.

Management's Annual Report on Internal Controls over Financial Reporting

The CEO and CFO have also designed internal control over financial reporting (as defined in National Instrument 52-109 and Rules 13a-15(f) and 15d-15(f) under the Exchange Act), or have caused them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

As at December 31, 2022 an evaluation was carried out, under the supervision of the CEO and the CFO, of the effectiveness of the Company's internal control over financial reporting. Based on this evaluation, the CEO and the CFO concluded that the Company's internal control over financial reporting were appropriately designed and operating effectively as at December 31, 2022.The control framework used to design the Company's internal controls over financial reporting is based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control – Integrated Framework (2013 framework).

The effectiveness of internal controls over financial reporting as of December 31, 2022 has been audited by KPMG LLP, the Company's registered public accounting firm that audited the consolidated financial statements and is included with the Company's consolidated financial statements. KPMG LLP has concluded the Company has maintained effective internal control over financial reporting as of December 31, 2022.

Remediation of Previously Reported Material Weaknesses

As previously disclosed in the 2021 annual Management Discussion and Analysis and 2022 interim Management Discussion and Analysis, the Company identified two material weaknesses in the internal control over financial reporting as follows:

- **IT General Controls:** The Company had an aggregation of control deficiencies within its information technology (IT) general controls across multiple systems supporting the Company's business processes, including deficiencies relating to user access controls, change management, and high-privileged access.
- **Order to Cash Process:** Due to the material weakness described above, automated controls and manual controls that are dependent on information from affected IT systems around the order to cash process, which encompasses billing and pricing sub processes were found not to be effective. In addition, there was inadequate review and documentation of manual process level controls.

During the year, management took actions to remediate these material weaknesses including improving the access review process by implementing standard review procedures across the Company's divisions and performing periodic reviews. High privileged access deficiencies were remediated by removing unnecessary access and performing periodic reviews as well as implementing a second layer of access authorization where possible. Lastly, ticketing systems and mechanisms were implemented along with documented approval matrices such that changes were adequately performed. Management tested the operating effectiveness of these controls as part of its year-end assessment and at that time was able to determine the actions remediated the material weakness.

Changes in internal controls over financial reporting

Other than the changes described in the "Remediation of Previously Reported Material Weaknesses" section above, there were no changes to the Company's internal controls over financial reporting during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Exhibit 99.4

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alain Bédard, certify that:

1. I have reviewed this annual report on Form 40-F of TFI International Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize, and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 23, 2023

/s/ Alain Bédard
Name: Alain Bédard
Title: Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.5

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David Saperstein, certify that:

1. I have reviewed this annual report on Form 40-F of TFI International Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize, and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 23, 2023

/s/ David Saperstein
Name: David Saperstein
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 99.6

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of TFI International Inc. (the "Company") on Form 40-F for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alain Bédard, Chairman of the Board, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2023

/s/ Alain Bédard
Name: Alain Bédard
Title: Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.7

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of TFI International Inc. (the "Company") on Form 40-F for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Saperstein, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2023

/s/ David Saperstein
Name: David Saperstein
Title: Chief Financial Officer
(Principal Financial Officer)

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Canada

Exhibit 99.8

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of TFI International Inc.

We consent to the use of our reports dated February 22, 2023, with respect to the consolidated financial statements of TFI International Inc. which comprise the consolidated statements of financial position as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and the related notes, and on the effectiveness of TFI International Inc.'s internal control over financial reporting as of December 31, 2022, which appears in the Annual Report on Form 40-F of TFI International Inc. for the year ended December 31, 2022.

/s/ KPMG LLP

Montréal, Canada

February 23, 2023