

Unaudited Condensed Consolidated Interim Financial Statements  
(Expressed in thousands of US dollars, unless stated otherwise)

## **ADENTRA Inc.**

Three month periods ended March 31, 2025 and 2024

# ADENTRA Inc.

Unaudited Condensed Consolidated Interim Statements of Financial Position  
(Expressed in thousands of US dollars, unless stated otherwise)

|                                                   | Notes | March 31,<br>2025   | December 31,<br>2024 |
|---------------------------------------------------|-------|---------------------|----------------------|
| <b>ASSETS</b>                                     |       |                     |                      |
| <i>Current assets</i>                             |       |                     |                      |
| Cash and cash equivalents                         |       | \$ 9,963            | \$ 28,111            |
| Receivables and investments                       | 7     | 228,021             | 184,993              |
| Income taxes receivable                           |       | 2,775               | 3,980                |
| Inventories                                       | 8     | 431,051             | 375,718              |
| Prepaid expenses                                  |       | 26,891              | 27,840               |
| Total current assets                              |       | 698,701             | 620,642              |
| <i>Non-current assets</i>                         |       |                     |                      |
| Receivables and investments                       | 7     | 29,376              | 28,309               |
| Property, plant and equipment                     |       | 41,507              | 41,188               |
| Right of use assets                               |       | 200,001             | 196,101              |
| Intangible assets                                 |       | 298,618             | 305,459              |
| Deferred income taxes                             |       | 4,966               | 5,456                |
| Goodwill                                          |       | 200,496             | 200,496              |
| Total non-current assets                          |       | 774,964             | 777,009              |
| <b>Total assets</b>                               |       | <b>\$ 1,473,665</b> | <b>\$ 1,397,651</b>  |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>       |       |                     |                      |
| <i>Current liabilities</i>                        |       |                     |                      |
| Bank indebtedness                                 | 9     | \$ 249,553          | \$ 115,347           |
| Accounts payable and accrued liabilities          |       | 154,439             | 121,080              |
| Lease obligations                                 |       | 39,870              | 39,305               |
| Dividend payable                                  | 5     | 2,599               | 2,608                |
| Total current liabilities                         |       | 446,461             | 278,340              |
| <i>Non-current liabilities</i>                    |       |                     |                      |
| Bank indebtedness                                 | 9     | 206,520             | 295,189              |
| Lease obligations                                 |       | 177,586             | 173,225              |
| Deferred income taxes                             |       | 5,759               | 6,302                |
| Other liabilities                                 | 6     | 3,561               | 10,023               |
| Total non-current liabilities                     |       | 393,426             | 484,739              |
| Total liabilities                                 |       | 839,887             | 763,079              |
| <i>Shareholders' equity</i>                       |       |                     |                      |
| Share capital                                     | 10(a) | 237,478             | 238,076              |
| Contributed surplus                               |       | 85,589              | 85,762               |
| Retained earnings                                 |       | 330,538             | 329,025              |
| Accumulated other comprehensive loss              |       | (19,827)            | (18,291)             |
| Shareholders' equity                              |       | 633,778             | 634,572              |
| <b>Total liabilities and shareholders' equity</b> |       | <b>\$ 1,473,665</b> | <b>\$ 1,397,651</b>  |

The accompanying notes are an integral part of these condensed consolidated interim financial statements.  
Approved on behalf of the Board of Directors:

(Signed) JIM C. MACAULAY Director

(Signed) QI TANG Director

# ADENTRA Inc.

Unaudited Condensed Consolidated Interim Statements of Comprehensive Income  
(Expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

|                                                                       | Notes | 2025       | 2024       |
|-----------------------------------------------------------------------|-------|------------|------------|
| Sales                                                                 | 12    | \$ 542,506 | \$ 535,138 |
| Cost of goods sold                                                    | 8     | (425,528)  | (416,904)  |
| Gross profit                                                          |       | 116,978    | 118,234    |
| Operating expenses                                                    |       |            |            |
| Selling, distribution, and administration                             |       | (81,414)   | (77,388)   |
| Depreciation                                                          |       | (11,440)   | (10,578)   |
| Amortization of intangible assets                                     |       | (7,092)    | (5,869)    |
|                                                                       |       | (99,946)   | (93,835)   |
| Income from operations                                                |       | 17,032     | 24,399     |
| Net finance expense                                                   | 11    | (11,268)   | (11,078)   |
| Income before income taxes                                            |       | 5,764      | 13,321     |
| Income tax expense                                                    |       |            |            |
| Current                                                               |       | (1,113)    | (2,053)    |
| Deferred                                                              |       | (531)      | (597)      |
|                                                                       |       | (1,644)    | (2,650)    |
| Net income                                                            |       | 4,120      | 10,671     |
| Other comprehensive income (loss), net of tax                         |       |            |            |
| <i>Items that may be reclassified subsequently to profit or loss:</i> |       |            |            |
| Exchange differences translating foreign operations                   |       | 68         | (66)       |
| (Loss) gain on interest rate swap, net of tax                         | 6     | (1,604)    | 2,841      |
| Other comprehensive (loss) income, net of tax                         |       | (1,536)    | 2,775      |
| Total comprehensive income                                            |       | \$ 2,584   | \$ 13,446  |
| Basic earnings per share                                              | 14(c) | \$ 0.16    | \$ 0.48    |
| Diluted earnings per share                                            | 14(c) | \$ 0.16    | \$ 0.47    |

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

# ADENTRA Inc.

Unaudited Condensed Consolidated Interim Statements of Changes in Shareholders' Equity  
(Expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

|                                        | Notes | Share capital | Contributed surplus | Accumulated other comprehensive income (loss) | Retained earnings | Total      |
|----------------------------------------|-------|---------------|---------------------|-----------------------------------------------|-------------------|------------|
| Balance at January 1, 2025             |       | \$ 238,076    | \$ 85,762           | \$ (18,291)                                   | \$ 329,025        | \$ 634,572 |
| Share based compensation expense       | 10(b) | —             | 1,172               | —                                             | —                 | 1,172      |
| Shares issued pursuant to LTIP         | 10(a) | 255           | (255)               | —                                             | —                 | —          |
| Shares repurchased                     | 10(a) | (853)         | (1,090)             | —                                             | —                 | (1,943)    |
| Net income for the period              |       | —             | —                   | —                                             | 4,120             | 4,120      |
| Dividends declared                     | 5     | —             | —                   | —                                             | (2,607)           | (2,607)    |
| Loss on interest rate swap, net of tax | 6     | —             | —                   | (1,604)                                       | —                 | (1,604)    |
| Translation of foreign operations      |       | —             | —                   | 68                                            | —                 | 68         |
| Balance at March 31, 2025              |       | \$ 237,478    | \$ 85,589           | \$ (19,827)                                   | \$ 330,538        | \$ 633,778 |
| Balance at January 1, 2024             |       | \$ 167,960    | \$ 83,401           | \$ (17,169)                                   | \$ 292,675        | \$ 526,867 |
| Share based compensation expense       | 10(b) | —             | 722                 | —                                             | —                 | 722        |
| Shares issued pursuant to LTIP         | 10(a) | 101           | (101)               | —                                             | —                 | —          |
| Shares repurchased                     | 10(a) | —             | —                   | —                                             | —                 | —          |
| Net income for the period              |       | —             | —                   | —                                             | 10,671            | 10,671     |
| Dividends declared                     | 5     | —             | —                   | —                                             | (2,321)           | (2,321)    |
| Gain on interest rate swap, net of tax | 6     | —             | —                   | 2,841                                         | —                 | 2,841      |
| Translation of foreign operations      |       | —             | —                   | (66)                                          | —                 | (66)       |
| Balance at March 31, 2024              |       | \$ 168,061    | \$ 84,022           | \$ (14,394)                                   | \$ 301,025        | \$ 538,714 |

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

# ADENTRA Inc.

Unaudited Condensed Consolidated Interim Statements of Cash Flows  
(Expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

|                                                        | Notes | 2025     | 2024      |
|--------------------------------------------------------|-------|----------|-----------|
| Cash flow from operating activities:                   |       |          |           |
| Net income for the period                              | \$    | 4,120    | \$ 10,671 |
| Adjustments for:                                       |       |          |           |
| Depreciation and amortization                          |       | 20,465   | 18,329    |
| Loss (gain) on sale of property, plant and equipment   |       | 18       | (177)     |
| Share-based compensation expense                       | 10(b) | 2,470    | 2,824     |
| Income tax expense                                     |       | 1,644    | 2,650     |
| Net finance expense                                    |       | 11,268   | 11,078    |
| Interest received                                      |       | 156      | 215       |
| Interest paid                                          |       | (8,484)  | (9,232)   |
| Income taxes (paid) refunded                           |       | (251)    | 498       |
|                                                        |       | 31,406   | 36,856    |
| Changes in non-cash working capital:                   |       |          |           |
| Accounts receivable                                    |       | (34,159) | (28,004)  |
| Inventories                                            |       | (55,313) | (5,245)   |
| Prepaid expenses                                       |       | 949      | (4,340)   |
| Accounts payable and accrued liabilities               |       | 23,653   | 11,045    |
|                                                        |       | (64,870) | (26,544)  |
| Net cash (used in) from operating activities           |       | (33,464) | 10,312    |
| Cash flow from financing activities:                   |       |          |           |
| Repayment of term loan                                 | 9     | (94,063) | (5,000)   |
| Proceeds from revolving credit loan                    | 9     | 139,305  | 17,256    |
| Principal payments on lease obligations                |       | (12,784) | (11,805)  |
| Repurchase of common shares                            | 10(a) | (1,906)  | —         |
| Dividends paid to shareholders                         | 5     | (2,619)  | (2,321)   |
| Net cash from (used in) financing activities           |       | 27,933   | (1,870)   |
| Cash flow from investing activities:                   |       |          |           |
| Additions to property, plant and equipment             |       | (2,566)  | (1,610)   |
| Proceeds on disposal of property, plant and equipment  |       | 98       | 88        |
| Additions to internally generated software             |       | (278)    | (296)     |
| Decrease (increase) in non-current receivables         |       | 276      | (2,347)   |
| Increase in investments                                |       | (10,175) | (1,171)   |
| Net cash used in investing activities                  |       | (12,645) | (5,336)   |
| (Decrease) increase in cash and cash equivalents       |       | (18,176) | 3,106     |
| Cash and cash equivalents, beginning of period         |       | 28,111   | 3,643     |
| Foreign exchange gain on cash held in foreign currency |       | 28       | 178       |
| Cash and cash equivalents, end of period               | \$    | 9,963    | \$ 6,927  |
| Supplementary information:                             |       |          |           |
| Right of use assets acquired, net of disposals         | \$    | 15,100   | \$ 7,201  |

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

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## 1. Nature of operations

ADENTRA Inc. (the "Company") is incorporated under the Canada Business Corporations Act and trades on the Toronto Stock Exchange under the symbol "ADEN". The Company operates a network of 85 regional customer service centers in Canada and the US engaged in the wholesale distribution of architectural building products. The Company's principal office is located at #340, 20161 86<sup>th</sup> Avenue, Langley, British Columbia V2Y 2C1.

## 2. Basis of preparation

### (a) Statement of compliance

These condensed consolidated interim financial statements of the Company have been prepared in accordance with International Accounting Standards 34 ("IAS 34") "Interim Financial Reporting". The disclosures contained in these condensed consolidated interim financial statements do not include all of the requirements of IFRS Accounting Standards ("IFRS") for annual financial statements, and accordingly, should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2024.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on May 6, 2025.

### (b) Basis of measurement

These condensed consolidated interim financial statements have been prepared on a going concern basis. Prior period amounts for cash flow change in investments on the Consolidated Interim Statements of Cash Flows have been reclassified to conform to current period's presentation.

### (c) Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual amounts may differ from the estimates applied in the preparation of these condensed consolidated interim financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are consistent with those disclosed in the Company's annual audited consolidated financial statements for the year ended December 31, 2024.

## 3. Material accounting policies

The material accounting policies that have been used in the preparation of these condensed consolidated interim financial statements are summarized in the Company's annual audited financial statements for the year ended December 31, 2024.

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

## 4. Acquisition

### Acquisition of Woolf Distributing Co. Inc. ("Woolf")

On July 29, 2024 the Company, through one of its wholly owned subsidiaries, acquired substantially all of the assets and assumed certain working capital liabilities of Woolf. Woolf is a value-added distributor of architectural building and millwork products to customers in the residential and commercial markets. Woolf operates four facilities located in Northern and Central Illinois, and Northern Wisconsin. At the Acquisition Date, the Company entered into leases of the facilities through which Woolf operates.

The total purchase price of \$131.8 million consisted of \$118.7 million of cash paid at closing, \$11.3 million in deferred consideration and \$1.8 million as the fair value of contingent consideration. The acquisition was financed by the Company's existing credit facilities. The contingent consideration relates to an earn-out of \$5.0 million per annum that may be payable related to each of the calendar years ending 2024, 2025, and 2026, contingent upon achieving certain earnings performance targets. The contingent consideration was measured at fair value using the Black-Scholes option pricing model and is recorded in non-current other liabilities. As of March 31, 2025, the fair value of the contingent consideration has been remeasured to \$1.5 million (December 31, 2024 - \$1.5 million).

The acquisition was accounted for as a business combination using the acquisition method, with the Company being the acquirer and Woolf being the acquiree, and where the assets acquired and liabilities assumed were recorded at their fair values at the acquisition date.

In connection with the acquisition, the Company incurred \$1.9 million in transaction costs for the year ended December 31, 2024.

### *Preliminary fair value of assets acquired and liabilities assumed*

|                                          | US\$       |
|------------------------------------------|------------|
| Cash consideration                       | \$ 118,750 |
| Deferred consideration                   | 11,250     |
| Fair value of contingent consideration   | 1,780      |
| Total purchase consideration             | 131,780    |
| Assets acquired and liabilities assumed: |            |
| Accounts and other receivables           | 18,467     |
| Inventories                              | 23,194     |
| Prepaid and other assets                 | 30         |
| Property, plant and equipment            | 3,782      |
| Right-of-use assets                      | 9,101      |
| Accounts payable and accrued liabilities | (2,891)    |
| Lease obligation                         | (9,101)    |
| Identifiable net assets acquired         | 42,582     |
| Goodwill                                 | 19,368     |
| Customer relationships                   | 60,570     |
| Trademarks                               | 9,350      |
| Net assets acquired                      | \$ 131,870 |

The above is a preliminary estimate of the fair value of the assets acquired and liabilities assumed of Woolf as of the Acquisition Date. The estimate will remain preliminary until the Company is able to (i) complete a valuation of the significant intangible assets acquired, (ii) evaluate the fair value of the other assets acquired and liabilities assumed, and (iii) finalize working capital adjustments. The final determination of the fair value of the assets acquired and liabilities assumed, which is expected to be no later than one year from the Acquisition Date, could differ significantly from the amounts presented above.

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

## 4. Acquisition (continued)

Acquisition of Woolf Distributing Co. Inc. ("Woolf") (continued)

The goodwill of \$19.4 million represents the excess of purchase price compared to the estimate of fair values of the identifiable assets and liabilities assumed. The goodwill recognized is primarily attributed to expected synergies arising from the Woolf acquisition, including the expertise and reputation of the assembled management and workforce and product cross selling opportunities.

The goodwill and intangible assets are deductible for US income tax purposes.

## 5. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future growth of the business. The Company considers its capital to be bank indebtedness (net of cash) and shareholders' equity.

The Company's capitalization is as follows:

|                      | March 31,<br>2025 | December 31,<br>2024 |
|----------------------|-------------------|----------------------|
| Cash                 | \$ (9,963)        | \$ (28,111)          |
| Bank indebtedness    | 456,073           | 410,536              |
| Shareholder's equity | 633,778           | 634,572              |
| Total capitalization | \$ 1,079,888      | \$ 1,016,997         |

The terms of the Company's credit facilities are described in note 9. The terms of the agreements with the Company's lenders provide that distributions cannot be paid by its subsidiaries in the event that its subsidiaries do not meet certain credit ratios. The Company's operating subsidiaries were compliant with all required credit ratios under their credit facilities as at March 31, 2025 and December 31, 2024. Accordingly, there were no restrictions on distributions arising from non-compliance with financial covenants.

Dividends and share repurchases are some of the ways the Company manages its capital. Dividends are declared and shares are repurchased after consideration of a variety of factors including the outlook for the business and financial leverage.

The Company declared the following common share dividends during the three months ended March 31, 2025:

| Declaration date | Record date    | Payment date   | Cash dividend per<br>common share | Total common<br>dividend amount |
|------------------|----------------|----------------|-----------------------------------|---------------------------------|
| March 13, 2025   | April 14, 2025 | April 25, 2025 | C\$ 0.15                          | \$ 2,607                        |

On May 6, 2025, the Company declared a cash dividend of CAD\$0.15 per common share to shareholders of record as of July 14, 2025, to be paid on July 25, 2025.

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

## 6. Financial instruments

### *Interest rate swap*

On July 11, 2023, the Company entered into an interest rate swap with a notional value of \$200 million to offset the variability in the expected interest cash flows related to the Term A-1 loan (note 9). The fixed rate provided to the Company by the interest rate swap is approximately 25 basis points less than the variable borrowing rate as at March 31, 2025. The following table summarizes the changes in fair value of the interest rate swap relating to the effective portion for the three months ended March 31, 2025 recorded in accumulated other comprehensive income. The Company recognized a \$2.2 million interest rate swap liability which is included in other non-current liabilities on the consolidated interim statements of financial position. The interest rate swap was determined to be effective as a cash flow hedge against the designated interest rate exposure.

|                                                                                                | Accumulated change<br>in fair value |
|------------------------------------------------------------------------------------------------|-------------------------------------|
| Balance at December 31, 2024                                                                   | \$ 30                               |
| Loss on interest rate swap recognized in other comprehensive income, net of \$597 tax recovery | (1,604)                             |
| Balance as at March 31, 2025                                                                   | \$ (1,574)                          |

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

## 7. Receivables and investments

The following is a breakdown of the Company's current and non-current receivables and investments and represents the Company's principal exposure to credit risk.

|                                          | Notes | March 31,<br>2025 | December 31,<br>2024 |
|------------------------------------------|-------|-------------------|----------------------|
| Current receivables and investments:     |       |                   |                      |
| Trade receivables                        |       | \$ 200,722        | \$ 159,655           |
| Short-term investments                   |       | 14,466            | 5,634                |
| Sundry receivables                       |       | 12,833            | 19,704               |
|                                          |       | \$ 228,021        | \$ 184,993           |
| Non-current receivables and investments: |       |                   |                      |
| Non-current investments                  |       | 11,501            | 10,158               |
| Deposits                                 |       | 17,811            | 17,796               |
| Interest rate swap                       | 6     | —                 | 274                  |
| Other non-current receivables            |       | 64                | 81                   |
|                                          |       | \$ 29,376         | \$ 28,309            |

The aging of trade accounts receivables is as follows:

|                                 | March 31,<br>2025 | December 31,<br>2024 |
|---------------------------------|-------------------|----------------------|
| Current                         | \$ 171,919        | \$ 128,445           |
| 1 - 30 days past due            | 22,037            | 22,611               |
| 31 - 60 days past due           | 4,403             | 5,598                |
| 60+ days past due               | 4,436             | 4,937                |
| Gross trade account receivables | 202,795           | 161,591              |
| Less: allowance for credit loss | (2,073)           | (1,936)              |
|                                 | \$ 200,722        | \$ 159,655           |

The Company determines its allowance for credit loss using both specific identification of customer accounts and the expected credit loss model. For the three months ended March 31, 2025, net bad debt expense was \$0.3 million (for the three months ended March 31, 2024 - \$0.6 million)

## 8. Inventories

|                  | March 31,<br>2025 | December 31,<br>2024 |
|------------------|-------------------|----------------------|
| Raw materials    | \$ 6,555          | \$ 6,174             |
| Work in process  | 318               | 691                  |
| Goods in-transit | 14,035            | 15,733               |
| Finished goods   | 410,143           | 353,120              |
|                  | \$ 431,051        | \$ 375,718           |

The Company regularly reviews and assesses the condition and value of its inventories and records write-downs to net realizable value as necessary. Inventory related expenses are included in the condensed consolidated interim statements of comprehensive income. Inventory write-downs, net of recoveries, included in the cost of goods sold for the three months ended March 31, 2025 were \$0.9 million (for the three months ended March 31, 2024 - \$1.8 million)

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

## 9. Bank indebtedness

|                                             | March 31,<br>2025 | December 31,<br>2024 |
|---------------------------------------------|-------------------|----------------------|
| Credit Facility                             |                   |                      |
| Revolving credit loan                       | \$ 236,504        | \$ 91,691            |
| Term A-1 loan                               | 222,188           | 316,250              |
| Deferred financing fees                     | (5,595)           | (2,879)              |
| Checks issued in excess of funds on deposit | 2,976             | 5,474                |
|                                             | \$ 456,073        | \$ 410,536           |
| Less: Current portion of bank indebtedness  | \$ 249,553        | \$ 115,347           |
| Total long-term bank indebtedness           | \$ 206,520        | \$ 295,189           |

### *Credit Facility (the "Credit Facility")*

On January 27, 2025 certain subsidiaries of the Company amended certain terms of its existing credit arrangement with Bank of America, N.A. and a syndicate of lenders. The amendment included extending the maturity date to January 27, 2030, a \$91.3 million repayment of the Term A-1 loan followed by a \$91.3 million draw from the revolving credit loan, and updates to the financial covenants. Consequently, the extended Credit Facility is comprised of: (i) a revolving credit facility of up to \$600 million, and (ii) a term loan of \$225 million with an amortizing balance and maturity date of January 27, 2030. The terms related to interest rate pricing remain unchanged.

The amendment was accounted for as a non-substantial modification under IFRS 9 *Financial Instruments*, as the revised terms were not materially different from the original terms. The Company did not derecognize the original financial liability or the related unamortized deferred financing fees, and accounted for the amendment as a modification. Financing fees incurred to amend the existing Credit Facility were recorded against the debt's carrying amount and will be amortized over the remaining term of the Credit Facility.

The Credit Facility bears interest at a rate equal to the Secured Overnight Financing Rate ("SOFR") plus up to 2.25% or the lender's base rate plus up to 1.25%. The Company entered into a \$200 million interest rate swap (note 6) to manage interest rate variability.

As at March 31, 2025, the financial covenants under the Credit Facility include, among others: (i) a minimum consolidated interest coverage ratio (a ratio of adjusted EBITDA to total interest expense, determined on a consolidated basis of the Company) of 2.75:1, and (ii) a maximum consolidated leverage ratio (a ratio of total funded debt to adjusted EBITDA, determined on a consolidated basis of the Company) of 4.25:1. As at March 31, 2025, the Company is in compliance with these financial covenants.

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
(Tabular amounts expressed in thousands of US dollars, unless stated otherwise)

Three month periods ended March 31, 2025 and 2024

## 10. Share capital

### (a) Share capital

At March 31, 2025, the authorized share capital of the Company comprised an unlimited number of common shares without par value.

A continuity of share capital is as follows:

|                                                         | Shares     | Total      |
|---------------------------------------------------------|------------|------------|
| Balance at December 31, 2023                            | 22,430,584 | \$ 167,960 |
| Issued pursuant to long term incentive plan             | 50,852     | 658        |
| Equity offering, net of share issuance costs of \$3,561 | 2,582,900  | 69,458     |
| Balance at December 31, 2024                            | 25,064,336 | \$ 238,076 |
| Issued pursuant to long term incentive plan             | 11,662     | 255        |
| Shares repurchased, net of tax                          | (96,900)   | (853)      |
| Balance at March 31, 2025                               | 24,979,098 | \$ 237,478 |

In June 2024, the Company issued 2,582,900 common shares at a price of \$28.27 (C\$38.75) per common share through a public offering resulting in proceeds of \$73.1 million (C\$100.1 million) after transaction costs of \$3.6 million (C\$4.9 million).

### *Normal Course Issuer Bid ("NCIB")*

On December 30, 2024, the Company renewed its normal course issuer bid (NCIB) to buy back up to 2,391,609 common shares from January 2, 2025, to December 31, 2025, through the TSX and alternative trading systems. This approximates 10% of the Company's public float as of December 19, 2024. During the three month period ended March 31, 2025, the Company purchased 96,900 shares for a total purchase price of \$1.9 million under this renewed NCIB (March 31, 2024 - nil).

### (b) Long Term Incentive Plan ("LTIP")

A continuity of the LTIP awards outstanding is as follows:

|                                       | Performance Shares | Restricted Shares |
|---------------------------------------|--------------------|-------------------|
| Balance at December 31, 2023          | 228,045            | 243,633           |
| LTIP awards issued during the period  | 101,737            | 151,698           |
| LTIP shares settled during the period | (82,716)           | (121,007)         |
| Balance at December 31, 2024          | 247,066            | 274,324           |
| LTIP awards issued during the period  | —                  | —                 |
| LTIP shares settled during the period | (78,478)           | —                 |
| Balance at March 31, 2025             | 168,588            | 274,324           |

# ADENTRA Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements  
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Three month periods ended March 31, 2025 and 2024

## 10. Share capital (continued)

### (b) Long Term Incentive Plan ("LTIP") (continued)

LTIP compensation expense of \$2.5 million was recognized in the consolidated interim statements of comprehensive income for the three months ended March 31, 2025 (March 31, 2024 - \$2.8 million). The equity classified portion of the LTIP compensation expense was \$1.2 million for the three months ended March 31, 2025 (March 31, 2024 - \$0.7 million) and the liability classified expense was \$1.3 million (March 31, 2024 - \$2.1 million).

The key estimate in determining the compensation in any period is whether or not the performance criteria were met and the resulting amount of the payout multiplier on the Performance Shares. The payout multiplier is reviewed and approved by the Company's compensation committee on an annual basis. The liability associated with the cash-settled awards is recorded in accounts payable and accrued liabilities for amounts expected to be settled within one year, and in other liabilities for amounts to be settled after one year.

### (c) Weighted average shares

Basic net earnings per share is calculated by dividing the net income for the three months ended March 31, 2025 of \$4.1 million (March 31, 2024 - \$10.7 million) over the weighted average number of common shares outstanding in each of the reporting periods. Basic and diluted weighted average common shares in each of the reporting periods were as follows:

|                                               | March 31,<br>2025 | March 31,<br>2024 |
|-----------------------------------------------|-------------------|-------------------|
| Issued ordinary shares at beginning of period | 25,064,336        | 22,430,584        |
| Effect of shares repurchased                  | (1,077)           | —                 |
| Effect of shares issued during the period:    |                   |                   |
| Pursuant to long-term incentive plan          | 3,162             | 12                |
| Weighted average common shares - basic        | 25,066,421        | 22,430,596        |
| Effect of dilutive securities:                |                   |                   |
| Long-term incentive plan                      | 247,144           | 219,443           |
| Weighted average common shares - diluted      | 25,313,565        | 22,650,039        |

## 11. Finance income and expense

|                                       | 2025        | 2024        |
|---------------------------------------|-------------|-------------|
| Finance income (expense):             |             |             |
| Interest expense on bank indebtedness | \$ (7,825)  | \$ (7,956)  |
| Receivables financing expense         | (1,047)     | (1,276)     |
| Accretion of lease obligation         | (2,595)     | (1,786)     |
| Foreign exchange income (loss)        | 43          | (285)       |
| Other finance income                  | 156         | 225         |
| Net finance expense                   | \$ (11,268) | \$ (11,078) |

# ADENTRA Inc.

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## 12. Segment reporting

Information about geographic areas is as follows:

|                                     | 2025              |         | 2024                 |         |
|-------------------------------------|-------------------|---------|----------------------|---------|
| Revenue from external customers:    |                   |         |                      |         |
| Canada                              | \$                | 41,307  | \$                   | 42,668  |
| United States                       |                   | 501,199 |                      | 492,470 |
|                                     | \$                | 542,506 | \$                   | 535,138 |
|                                     |                   |         |                      |         |
|                                     | March 31,<br>2025 |         | December 31,<br>2024 |         |
| Non-current assets <sup>(1)</sup> : |                   |         |                      |         |
| Canada                              | \$                | 14,561  | \$                   | 15,355  |
| United States                       |                   | 726,061 |                      | 727,889 |
|                                     | \$                | 740,622 | \$                   | 743,244 |

<sup>(1)</sup> Excludes financial instruments and deferred income taxes.

## 13. Provisions

### Legal

The Company and its subsidiaries are subject to legal proceedings from time to time that arise in the ordinary course of its business. Management is of the opinion, based upon information presently available, that it is unlikely that any liability, to the extent not provided for or insured, would be material in relation to the Company's consolidated financial statements as at March 31, 2025.

### Trade

On July 14, 2023, the US Department of Commerce ("Commerce") issued its final determination ("Final Determination") with respect to certain hardwood plywood products produced in Vietnam that they believe are circumventing a previously established anti-dumping and countervailing duty order against hardwood plywood from China (the "Circumventing Products").

As a result of the Final Determination, the Company estimates the value of products it imported from Vietnam subject to potential duties is approximately \$7.6 million. The duty rate in this trade case is 206%, which will be applied against the \$7.6 million of products the Company imported from Vietnam. With the issuance of this Final Determination, the Company accrued duties of \$15.6 million and recorded the related impact in selling, distribution and administration expense during the year ended December 31, 2023.

The Circumventing Products are specifically defined by Commerce and the Company believes that the products it imports from Vietnam do not meet Commerce's definition of Circumventing Products, and should therefore not be subject to duties. There are well established legal avenues to appeal Commerce's Final Determination and the Company intends to vigorously pursue recovery of any duties paid. The appeal process is typically a multi-year procedure however and the timing and ultimate outcome of the Company's efforts is not estimable at this time.

In total the Company has received notices to pay duties of \$25.7 million. This includes certain notices related to imports that the Company believes are outside the scope of the Final Determination. The Company is challenging these out of scope notices. While the challenge is pending, the Company has elected to pay the out of scope notices to avoid interest and penalties. The Company paid \$10.4 million related to the out of scope notices, which are included as an asset in the consolidated statement of financial position.

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## 13. Provisions (continued)

### *Trade (continued)*

On August 7, 2024, Commerce announced the preliminary results of a further administrative review regarding the Circumventing Products. Based on these results, some of the products the Company imports that were previously categorized as Circumventing Products may no longer fall under that classification, and the Company may be eligible for a refund on a significant portion of the duties paid. In issuing its preliminary results, Commerce noted that their findings are provisional and subject to change. The Company expects Commerce to issue a final decision on the results of their administrative review in 2025.