

**CLAIRVEST GROUP INC.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE QUARTER ENDED JUNE 30, 2021**

**August 11, 2021**

The Management's Discussion and Analysis ("MD&A") of financial condition and results of operations analyzes significant changes in Clairvest Group Inc.'s ("Clairvest" or the "Company") consolidated financial results, financial position, risks and opportunities. It should be read in conjunction with the unaudited interim condensed consolidated financial statements and related notes for the quarter ended June 30, 2021 ("consolidated financial statements").

The Company's interim condensed consolidated financial statements include those subsidiaries which provide investment-related services and that the Company controls by having the power to govern the financial and operating policies of these entities. The following entities, which are significant in nature, provide investment-related services on behalf of the Company.

- Clairvest GP Manageco Inc.
- Clairvest GP (GPLP) Inc.
- CEP MIP GP Corporation
- Clairvest USA Limited
- Clairvest General Partner Limited Partnership
- Clairvest General Partner III Limited Partnership
- Clairvest General Partner IV Limited Partnership

The Company employs various acquisition entities in structuring its investments, all of which are controlled by Clairvest. These acquisition entities, which are accounted for at fair value in accordance with International Financial Reporting Standards ("IFRS") as described in the Critical Accounting Estimates section, include the following:

- 2141788 Ontario Corporation ("2141788 Ontario")
- 2486303 Ontario Inc. ("2486303 Ontario")
- CEP III Co-Investment Limited Partnership ("CEP III Co-Invest")
- MIP III Limited Partnership ("MIP III")
- CEP IV Co-Investment Limited Partnership ("CEP IV Co-Invest")
- MIP IV Limited Partnership ("MIP IV")
- CEP V Co-Investment Limited Partnership ("CEP V Co-Invest")
- Clairvest General Partner V Limited Partnership ("Clairvest GP V")
- MIP V Limited Partnership ("MIP V")
- CEP VI Co-Investment Limited Partnership ("CEP VI Co-Invest")
- MIP VI Limited Partnership ("MIP VI")
- Clairvest SLP VI Limited Partnership ("Clairvest SLP VI")

2141788 Ontario, a limited partner of CEP III Co-Invest and CEP V Co-Invest, is a wholly owned acquisition entity of Clairvest. 2486303 Ontario is a wholly owned acquisition entity of Clairvest. Clairvest's relationship with CEP III Co-Invest and MIP III, CEP IV Co-Invest and MIP IV, and CEP V Co-Invest and MIP V, and CEP VI Co-Invest and MIP VI are described in *note 11* to the interim condensed consolidated financial statements.

Clairvest invests its own capital, and that of third parties, through various Clairvest Equity Partnerships (together, the "CEP Funds") in carefully selected companies that have the potential to generate superior returns. These Partnerships include the following:

- Clairvest Equity Partners III Limited Partnership ("CEP III")
- Clairvest Equity Partners IV Limited Partnership ("CEP IV")
- Clairvest Equity Partners IV-A Limited Partnership ("CEP IV-A")

which together, are herein referred to as Clairvest Equity Partners III and IV.

- Clairvest Equity Partners V Limited Partnership ("CEP V")
- CEP V HI India Investment Limited Partnership ("CEP V India")
- Clairvest Equity Partners V-A Limited Partnership ("CEP V-A")
- Clairvest Equity Partners VI Limited Partnership ("CEP VI")

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Clairvest Equity Partners VI-A Limited Partnership ("CEP VI-A")  
Clairvest Equity Partners VI-B Limited Partnership ("CEP VI-B")

which together, are herein referred to as Clairvest Equity Partners V and VI.

The Company concluded that its ownership interests in the CEP Funds, which meet the definition of structured entities under IFRS, do not meet the definition of control under IFRS. Accordingly, the financial positions and operating results of the CEP Funds are not included in Clairvest's interim condensed consolidated financial statements.

All amounts are in Canadian dollars unless otherwise indicated.

**CRITICAL ACCOUNTING ESTIMATES**

The consolidated financial statements as at and for the year ended March 31, 2021, contain certain disclosures not included in the unaudited interim condensed consolidated financial statements as at and for the quarter ended June 30, 2021, accordingly, this MD&A should be read in conjunction with the audited consolidated financial statements as at and for the year ended March 31, 2021.

Clairvest prepared its consolidated financial statements in accordance with IFRS 10, *Consolidated Financial Statements* ("IFRS 10"), as issued by the International Accounting Standards Board. For a discussion of all significant accounting policies which includes a discussion of the Company's critical accounting estimates, refer to *note 2* to the interim condensed consolidated financial statements. A description of critical accounting estimates is provided below.

**Fair value of financial assets or liabilities**

When a financial asset or liability is initially recognized, its fair value is generally the value of consideration paid or received. Acquisition costs relating to corporate investments are not included as part of the cost of the investment. Subsequent to initial recognition, the fair value of an investment quoted on an active market is generally the bid price on the principal exchange on which the investment is traded. In determining the fair value for such investments, the Company considers the nature and length of the restriction, business risk of the investee company, its stage of development, market potential, relative trading volume and price volatility. Additionally, there are several other factors the Company considers in determining the value at which to carry an investment quoted on an active market, including factors that may be unique to Clairvest and its business model. These factors can and do sometimes include, inter alia, the amount of public float and the depth of market liquidity for a particular stock, the size of our position and the amount of time it would take to dispose of our position at acceptable prices, any applicable lock-up or other contractual restrictions, whether or not Clairvest is an affiliate of the issuer of the securities, whether or not we have registration rights, the availability of safe harbor from registration requirements for resales of our position, and whether or not the securities are restricted securities or control securities. As a result of these factors, Clairvest's internal valuation is likely to differ from that of other investors. Where Clairvest's internal valuation differs from the publicly traded price of a company's shares, Clairvest's internal valuation in no way reflects a disagreement with the public price. Estimated costs of disposition are not included in the fair value determination.

In the absence of an active market, the fair values are determined by management using the appropriate valuation methodologies after considering the history and nature of the business, operating results and financial conditions, the general economic, industry and market conditions, capital market and transaction market conditions, contractual rights relating to the investment, public market comparables, private market transactions multiples and, where applicable, other pertinent considerations. The process of valuing investments for which no active market exists is inevitably based on inherent uncertainties and the resulting values may differ from values that would have been used had an active market existed. The amounts at which Clairvest's privately held investments could be disposed of may differ from the fair value assigned and the differences could be material. Estimated costs of disposition are not included in the fair value determination.

A change to an estimate with respect to Clairvest's privately held corporate investments or publicly traded corporate investments would impact corporate investments and net investment gain.

**Recognition of carried interest and corresponding expenses**

The Company recognizes carried interest from Clairvest Equity Partners III and IV on its consolidated statements of financial position which is based on the fair values of the financial instruments held by those funds. As discussed previously, fair values of certain financial instruments are determined using valuation techniques and by their nature involve the use of estimates and assumptions. Changes in the underlying estimates and assumptions could materially impact the determination of the fair value of these financial instruments. Imprecision in determining fair value using valuation techniques may affect the calculation of carried interest receivable and the resulting accrued liabilities for future payouts relating to these carried interest receivables at the statement of financial position date. In accordance with IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15"), the Company would only recognize carried interest from Clairvest Equity Partners III and IV in the event a significant reversal during a future period is highly improbable. The carried interest from Clairvest Equity Partners V and VI and the amounts ultimately payable to the limited partners of the corresponding MIP Partnerships are accounted for at fair value through profit or loss in accordance with IFRS 10 and included in Corporate Investments.

**Deferred income taxes**

The process of determining deferred income tax assets and liabilities requires management to exercise judgment while considering the anticipated timing of disposal of corporate investments, and proceeds thereon, tax planning strategies, changes in tax laws and rates, and loss carryforwards. Deferred income tax assets are only recognized to the extent that, in the opinion of management, it is probable that the deferred income tax asset will be realized. A change to an accounting estimate with respect to deferred income taxes would impact deferred income tax liability and income tax expense.

**Impact on COVID-19 on Significant Estimates**

As at June 30, 2021, there remains uncertainty on the longer-term impacts of the COVID-19 pandemic and the recovery. Accordingly, there exists a wide range of possible outcomes regarding the full scope of economic impact of COVID-19. As a result, the fair value estimates of the Company's corporate investments as at June 30, 2021 required significant judgment given the uncertainty regarding the long-term impact of COVID-19 and the ultimate impact of COVID-19 on the Company's investee companies are unknown. If the pandemic's duration, spread, or related advisories and restrictions are significantly longer than the Company's estimate, or the impact on the equity markets, credit markets, or the economy in general is significantly worse than the Company's estimate, the fair value of its corporate investments may be materially adversely affected resulting in a material adverse impact to the Company's financial results.

**FINANCIAL CONDITION AND BOOK VALUE**

The following table summarizes the Company's financial position and book value:

<b>Financial Position</b>		
(\$000's) (except share information)		
<b>As at</b>	<b>June 30, 2021</b>	<b>March 31, 2021</b>
Cash, cash equivalents and temporary investments ("treasury funds")	341,447	279,373
Carried interest from Clairvest Equity Partners III and IV	33,984	34,318
Corporate investments, including carried interest from Clairvest Equity Partners V and VI, and net of corresponding management participation	581,618	534,667
Total assets	1,014,148	985,025
Management participation from Clairvest Equity Partners III and IV	25,416	25,996
Total liabilities	146,819	127,218
Book value	867,329	857,807
Book value per share	57.60	56.96
Dividend per share declared <sup>(1)</sup>	0.5696	—
<b>Number of common shares outstanding</b>	<b>15,058,401</b>	<b>15,058,401</b>

<sup>(1)</sup> Declared annually during quarter ended June 30.

Clairvest's book value increased by \$0.64 per share during the first quarter of fiscal 2022. The increase was primarily due to \$18.1 million, or \$1.21 per share, in net income and comprehensive income ("net income") for the quarter, net of \$8.6 million, or \$0.5696 per share, of dividends declared which were paid in July 2021. The net income was primarily the result of \$21.4 million in net investment gain on the Company's underlying investee companies as described below.

ASSETS

As at June 30, 2021, the Company's treasury funds of \$341.4 million were held in cash, money market savings accounts rated not below R1-High, investment savings accounts, guaranteed investment certificates either rated not below A or principally protected by the Canada Deposit Insurance Corporation, marketable securities, limited recourse capital notes, and other fixed income securities as permitted by the Company's treasury policy (see *notes 4 and 16* to the interim condensed consolidated financial statements for a detailed discussion of the Company's treasury funds). 2141788 Ontario also held \$58.4 million in cash, investment savings accounts, guaranteed investment certificates rated comparably, and other fixed income securities as permitted by the Company's treasury policy. In addition, Clairvest is the beneficial owner of \$4.1 million in cash held in various acquisition entities which are controlled by Clairvest.

Clairvest maintains a \$100.0 million revolving credit facility which is participated in by several Schedule 1 Canadian chartered banks. The credit facility, which has an expiry of December 2025 and is eligible for a one-year extension on each anniversary of the closing date, bears interest at the bank prime rate plus 1.25% per annum on drawn amounts and a standby rate of 0.70% per annum on undrawn amounts. The amount available under the credit facility as at June 30, 2021 was \$100.0 million, which is based on debt covenants and certain restrictions within the banking arrangement. No amounts have been drawn on the facility during the quarter and as at June 30, 2021.

Carried interest from Clairvest Equity Partners III and IV is further described in *note 8* to the interim condensed consolidated financial statements.

As at June 30, 2021, Clairvest had corporate investments with a carrying value of \$581.6 million, an increase of \$47.0 million during the first quarter of fiscal 2022, \$489.4 million of the carrying value represented the fair value of Clairvest's investee companies, \$28.6 million represented carried interest net of management participation from Clairvest Equity Partners V and VI and the remaining \$63.6 million represented other net assets held by Clairvest's acquisition entities. Certain of these acquisition entities, as further described in *note 11* to the interim condensed consolidated financial statements, are responsible for investing alongside the CEP Funds.

The aggregate carrying value of Clairvest's investee companies increased by \$19.0 million during the first quarter of fiscal 2022, which comprised primarily the following:

- Net unrealized gain on its investee companies, before consideration of foreign exchange effects, of \$24.7 million;
- Follow-on investments totalling \$1.6 million in existing investee companies, net of;
- Foreign exchange losses on revaluation totalling \$7.0 million, \$3.6 million of which were offset by gains on the foreign exchange hedging activities as described below.

Clairvest has implemented a hedging strategy because it has, directly and indirectly, several investments outside of Canada. In order to limit its exposure to changes in the value of these investments denominated in foreign currencies relative to the Canadian dollar, Clairvest and its acquisition entities consider and if determined appropriate, enter into currency positions opposite these foreign denominated investments, thus creating hedges against fluctuation in the underlying currencies of Clairvest's investments. For the quarter ended June 30, 2021, the foreign exchange adjustments made in Clairvest's valuation of its investee companies was primarily offset by the foreign exchange adjustments made in the forward exchange forward contracts used to support its foreign exchange hedging strategy, except for its foreign exchange exposure in its investment in Chilean Gaming Holdings denominated in Chilean Pesos ("CLP") and its investment in Head Digital Works denominated in Indian Rupees ("INR"), both of which were unhedged. Foreign exchange forward contracts are described in *note 14* to the consolidated financial statements.

The following table summarizes the carrying value and cost of Clairvest's investee companies, aggregated by industry concentration, as at June 30, 2021 and March 31, 2021:

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(\$000's)	June 30, 2021			March 31, 2021		
	Fair value	Cost	Difference	Fair value	Cost	Difference
Co-packing	5,117	5,117	—	5,117	5,117	—
Dental services	17,993	15,902	2,091	14,884	15,902	(1,018)
Equipment rental	4,403	13,591	(9,188)	4,467	13,591	(9,124)
Financial services	15,632	—	15,632	1,782	—	1,782
Gaming	197,590	112,381	85,209	189,551	111,395	78,156
Information technology	23,570	16,351	7,219	22,690	16,351	6,339
Marketing services	68,290	995	67,295	80,951	995	79,956
Renewable energy	62,976	55,292	7,684	61,047	55,292	5,755
Specialty aviation and defence services	49,131	64,623	(15,492)	49,316	64,623	(15,307)
Waste management	40,149	25,618	14,531	36,009	25,618	10,391
Other investments	4,563	2,303	2,260	4,639	2,312	2,327
	<b>489,414</b>	<b>312,173</b>	<b>177,241</b>	<b>470,453</b>	<b>311,196</b>	<b>159,257</b>

The cost and fair value of these investee companies do not reflect foreign exchange gains or losses on the foreign exchange forward contracts entered into as economic hedges against the Company's foreign currency-denominated investments. Significant activities of each investee company during the first quarter of fiscal 2022 are further described in *note 6* to the unaudited interim condensed consolidated financial statements.

**LIABILITIES**

As at June 30, 2021, Clairvest had \$146.8 million in liabilities, which included \$13.6 million in accrued compensation expense, \$70.2 million in share-based compensation, \$25.4 million in management participation from Clairvest Equity Partners III and IV, \$8.6 million in dividend payable and \$21.3 million current and deferred income tax liability. \$55.1 million of these liabilities are payable only upon the cash realization of certain investments of Clairvest or the CEP Funds, and the cash realizations are expected to far exceed the payments required upon these realizations.

The \$70.2 million in share-based compensation included \$29.6 million accrued under the Non-Voting Option Plan, \$10.3 million under the Employee Deferred Share Units (“EDSU”) plan, \$6.4 million under the Book Value Appreciation Rights plan, and \$23.9 million under the Directors Deferred Share Units and Appreciation Deferred Share Units plan.

Management participation is further described in *note 8* to the interim condensed consolidated financial statements.

**EQUITY AND SHARE INFORMATION**

Clairvest has a normal course issuer bid (“NCIB”) outstanding enabling it to purchase up to 760,749 common shares during the 12-month period ending March 7, 2022. No shares were purchased and cancelled by the Company under the current NCIB during the quarter ended June 30, 2021.

As at June 30, 2021, Clairvest had 15,058,401 common shares issued and outstanding.

No Non-Voting Shares had been issued as at June 30, 2021 and August 11, 2021. The Non-Voting Shares, which have a two times preference over the common shares, were authorized as part of the new stock option program as described below.

Options granted under the Non-Voting Option Plan are exercisable for Non-Voting Shares. As at June 30, 2021, 851,165 options had been granted under this plan since its inception. The Non-Voting Option Plan has a cash settlement feature. Options granted under this plan vest at a rate of one-fifth of the grant at the end of each year over a five-year period. During the quarter ended June 30, 2021, 184,637 options were exercised, resulting in a \$15.7 million cash payment on these exercises which were paid subsequent to quarter end and accordingly were included in share-based compensation liability as at June 30, 2021. Also during the quarter, 17,654 options were forfeited. As at June 30, 2021, 562,085 options were outstanding, 166,421 options of which had vested.

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The Company has an Employee Deferred Share Units (“EDSU”) plan which provides, among other things, that participants may elect annually to receive all or a portion of their annual bonus amounts that would otherwise be payable in cash in the form of EDSUs. EDSUs may be redeemed for cash or for common shares of the Company in accordance with the terms of the plan. Clairvest is required to reserve one common share for each EDSU issued under the EDSU Plan. The maximum number of Clairvest common shares reserved for the EDSU Plan is 200,000 which represented approximately 1.3% of the outstanding number of common shares as at June 30, 2021. As at June 30, 2021, 156,486 EDSUs had been issued and were outstanding under the EDSU Plan. Subsequent to quarter end, the shareholders of the Company approved an amendment to the EDSU plan whereby the maximum number of Clairvest common shares reserved for the EDSU Plan has been increased to 350,000 common shares.

**FINANCIAL RESULTS**

Net income for the quarter ended June 30, 2021 was \$18.1 million, compared with net income of \$64.4 million for the same period during the last fiscal year. The following table summarizes the composition of net income:

**FINANCIAL RESULTS**

(\$000's) (except per share information)	Quarter ended June 30	
	2021	2020
<b>Net investment gain (A)</b>		
- Investee companies inclusive of foreign exchange hedging activities	21,353	65,022
- Treasury funds	4,583	1,970
- Carried interest and management participation from Clairvest Equity Partners V and VI	584	10,540
- Acquisition entities including distributions, interest, dividends and fees received from investee companies and net of taxes paid or payable by these acquisition entities	2,431	(2,842)
	<b>28,951</b>	<b>74,690</b>
<b>Distributions, interest income, dividends and fees (B)</b>		
- CEP Funds	5,314	6,180
- Investee companies	597	1,853
- Treasury funds	906	1,297
- Acquisition entities and other	483	1,812
	<b>7,300</b>	<b>11,142</b>
Carried interest from Clairvest Equity Partners III and IV (C)	(334)	(7,885)
Total expenses (D)	11,750	6,287
Net income before income taxes (A+B+C-D)	24,167	71,660
Income tax expense	6,068	7,308
Net income	18,099	64,352
Net income per share	1.21	4.27
Net income per share - fully diluted	1.21	4.27

The Company fair values its acquisition entities which hold Clairvest’s interest in its investee companies as well as other assets and liabilities. Distributions, interest, dividends and fees earned from and realized gains or losses and net changes in unrealized gains or losses on the investee companies held by acquisition entities, including foreign exchange fluctuations and the hedging activities related to managing the foreign currency exposure of these investments, and income taxes incurred by these acquisition entities, are reflected in net investment gain (loss) until the net proceeds are distributed out of these acquisition entities, at which point the Company would record a distribution or a dividend from acquisition entities and reverse the net investment gain or loss which had previously been recorded.

The following tables summarize the net investment gain or loss of investee companies, aggregated by industry concentration, for the quarters ended June 30, 2021 and 2020. This net investment gain or loss is inclusive of the foreign exchange hedging activities related to these investments:

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**NET INVESTMENT GAIN (LOSS) ON INVESTEE COMPANIES**

Quarter ended June 30 (\$000's)	2021			Total	2020
	Net realized gain	Net unrealized gain (loss)	Foreign exchange gain (loss) <sup>(1)</sup>		Total
Dental services	—	3,323	(24)	3,299	30
Equipment rental	—	—	65	65	(29)
Financial services	—	13,851	—	13,851	(45)
Gaming	—	11,459	(3,377)	8,082	51,324
Information technology	—	1,068	(179)	889	1,266
Marketing services	41	(12,091)	375	(11,675)	36,574
Renewable energy	—	2,648	(124)	2,524	(83)
Residential services	—	—	—	—	2,506
Specialty aviation and defence services	—	(185)	—	(185)	(29,246)
Waste management	—	4,658	(136)	4,522	2,769
Other investments	—	—	(19)	(19)	(44)
<b>Net investment gain (loss) on investee companies</b>	<b>41</b>	<b>24,731</b>	<b>(3,419)</b>	<b>21,353</b>	<b>65,022</b>

<sup>(1)</sup> Inclusive of foreign exchange hedging activities

During the first quarter of fiscal 2022, the net impact of foreign exchange on the investee companies after consideration of foreign exchange hedging activities included a loss of \$2.0 million (2021 – gain of \$0.6 million) on the Chilean Pesos denominated investment, a loss of \$0.3 million (2021 – gain of \$0.4 million) on U.S. Dollar denominated investments, a loss of \$1.0 million (2021 – \$2.2 million) on the Indian Rupee denominated investment, and a loss of \$0.1 million (2021 – gain of \$0.1 million) on the British Pound denominated investment.

The Company and its acquisition entities also receive distributions, interest, dividends or fees from various investee companies. The following table summarizes the income earned by the Company and its acquisition entities for the quarters ended June 30, 2021 and 2020:

**DISTRIBUTIONS, INTEREST, DIVIDENDS AND FEES FROM INVESTEE COMPANIES**

Quarter ended June 30 (\$000's)	2021			2020
	Earned directly by Clairvest	Earned through acquisition entities	Total	Total
<b>Distributions and interest income</b>				
Dental services	—	(147)	(147)	—
Financial services	—	—	—	1,262
Gaming	—	371	371	275
Renewable energy	—	159	159	156
Specialty aviation and defence services	—	—	—	47
	—	383	383	1,740
<b>Dividend income</b>				
Gaming	—	—	—	6
	—	—	—	6
<b>Advisory and other fees</b>	<b>597</b>	<b>—</b>	<b>597</b>	<b>591</b>
<b>Distributions, interest, dividends and fees from investee companies</b>	<b>597</b>	<b>383</b>	<b>980</b>	<b>2,337</b>

The Company and its acquisition entities also receive distributions, fees and interest from the CEP Funds as described in note 7 to the interim condensed consolidated financial statements. The following table summarizes the distributions, fees and interest earned from the CEP Funds for the quarters ended June 30, 2021 and 2020:

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**DISTRIBUTIONS, FEES AND INTEREST FROM THE CEP FUNDS**

Quarter ended June 30 (\$000's)	2021			2020
	Earned directly by Clairvest	Earned through acquisition entities	Total	Total
Priority distributions	2,268	—	2,268	2,316
Management fees	2,786	—	2,786	3,178
Interest on loans advanced	260	50	310	701
<b>Distributions, fees and interest from the CEP Funds</b>	<b>5,314</b>	<b>50</b>	<b>5,364</b>	6,195

The Company also earns carried interest from the CEP Funds. As described in *note 8* to the interim condensed consolidated financial statements, carried interest from Clairvest Equity Partners III and IV is recorded in carried interest in accordance to IFRS 15 and carried interest from Clairvest Equity Partners V and VI is recorded in net investment gain in accordance to IFRS 10.

The following tables summarize the realized carried interest and the net change in unrealized carried interest for Clairvest Equity Partners III and IV, and Clairvest Equity Partners V and VI for the quarters ended June 30, 2021 and 2020:

**NET CARRIED INTEREST INCOME (\$000's)**

	Quarter ended June 30	
	2021	2020
Realized carried interest from CEP III and IV	—	700
Net change in unrealized carried interest from CEP, CEP III and IV	(334)	(8,585)
Net change in unrealized carried interest from CEP V and VI	2,781	37,276
<b>Net carried interest income<sup>(1)</sup></b>	<b>2,447</b>	29,391

<sup>(1)</sup> Includes carried interest which are ultimately paid to non-Clairvest participants if and when they are payable, which are recorded as management participation as described below

Included in distributions and interest income for the first quarter of fiscal 2022 was interest earned from treasury funds of \$0.9 million, compared to \$1.3 million for the same quarter last year. Acquisition entities of Clairvest earned interest from their treasury funds totalling \$0.4 million during the first quarter of fiscal 2022, compared to \$0.3 million for the same quarter last year.

Total expenses for the first quarter of fiscal 2022 were \$11.8 million, compared with \$6.3 million for the same quarter last year. The following table summarizes expenses incurred by the Company for the quarters ended June 30, 2021 and 2020:

**TOTAL EXPENSES, EXCLUDING INCOME TAXES (\$000's)**

	Quarter ended June 30	
	2021	2020
Employee compensation and benefits	5,432	4,677
Share-based compensation expenses	4,696	5,981
Administration and other expenses	1,321	1,306
Finance and foreign exchange expenses	881	500
Management participation from Clairvest Equity Partners III and IV	(580)	(6,177)
<b>Total expenses, excluding income taxes</b>	<b>11,750</b>	6,287

The following table summarizes share-based compensation expenses incurred by the Company for the quarters ended June 30, 2021 and 2020:



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**TOTAL SHARE-BASED COMPENSATION EXPENSES (\$000's)**

	Quarter ended June 30	
	2021	2020
Non-voting options expense	2,323	1,512
Book value appreciation rights expense	1,767	2,525
Deferred share units and appreciation deferred share units expense	392	1,586
Employee deferred shares units expense	214	358
<b>Total share-based compensation expenses</b>	<b>4,696</b>	<b>5,981</b>

Management participation is further described in *note 8* to the interim condensed consolidated financial statements.

The Company recorded \$6.1 million in income tax expenses, and its acquisition entities recorded \$2.1 million in income tax expense recovery during the first quarter of fiscal 2022, compared with \$7.3 million in income taxes expense incurred by the Company and \$2.5 million in income tax expense incurred by the acquisition entity for the same quarter last year. Income tax expense incurred or recovered by the Company's acquisition entities is reflected in net investment gain.

Quarterly results (\$000's except per share information)	Gross revenue <sup>(1)</sup>	Net income (loss)	Net income (loss)	Net income (loss)
			per common share	per common share fully diluted <sup>(2)</sup>
			\$	\$
June 30, 2021	35,917	18,099	1.21	1.21
March 31, 2021	44,840	14,784	0.98	0.98
December 31, 2020	71,416	49,937	3.32	3.32
September 30, 2020	(16,480)	(24,234)	(1.61)	(1.61)
June 30, 2020	77,947	64,352	4.27	4.27
March 31, 2020	(38,036)	(24,937)	(1.65)	(1.65)
December 31, 2019	110,770	73,046	4.83	4.83
September 30, 2019	28,283	15,511	1.03	1.03

<sup>(1)</sup> Includes net investment gain (loss)

<sup>(2)</sup> The sum of quarterly net income per common share may not equal the year to date net income per common share due to rounding and the dilutive effect on any quarters which may not be applicable for the full year.

**OUTLOOK**

Although there remains uncertainty on the longer-term impacts of the COVID-19 pandemic and the recovery therefrom, the Company and its investee companies have taken and will continue to take actions to mitigate the effects of COVID-19, keeping in mind the interests of the various stakeholders. These changes and any additional changes in operations by Clairvest and its investee companies in response to COVID-19 could materially impact the financial results of the Company. At this time, while vaccination efforts are ongoing globally, it is not possible to reliably estimate the length and severity of COVID-19-related impacts on the financial results and operations of Clairvest and its investee companies.

As a long-term investor, Clairvest is focused on building value in its investee companies by contributing strategic expertise, guiding management through volatile times and helping its investee companies capitalize on new opportunities that arise.

As at June 30, 2021, Clairvest had \$1.3 billion of capital available for future investments through treasury funds, credit facilities and access to funds at its acquisition entities and uncalled capital in the CEP Funds. With the available funds, Clairvest has ample liquidity to support its investee companies as appropriate and to continue its active pursuit of new investment opportunities to enhance shareholder value.

**TRANSACTIONS WITH RELATED PARTIES**

Clairvest is entitled to other various entitlements from its acquisition entities as described in *note 11* to the interim condensed consolidated financial statements.

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FOR THE QUARTER ENDED JUNE 30, 2021**

**August 11, 2021**

As at June 30, 2021, Clairvest had accounts receivable from its investee companies totalling \$2.1 million, CEP III totalling \$88 thousand, CEP IV-A totalling \$90 thousand, CEP V totalling \$21 thousand, CEP V India totalling \$2.5 million, CEP V-A totalling \$0.3 million, CEP VI totalling \$9.4 million, CEP VI-A totalling \$12.1 million, and CEP VI-B totalling \$7.7 million.

In addition, the Company advances loans to its acquisition entities, the CEP Funds, and investee companies. During the first quarter of fiscal 2022, the Company received net repayment of \$82.5 million on these loans, such that \$3.8 million in loans remained outstanding as at June 30, 2021. Further details are described in *note 11(e)* to the interim condensed consolidated financial statements.

As at June 30, 2021, Clairvest had advanced share purchase loans to certain employees of Clairvest totalling \$2.8 million. The loans are interest bearing, have full recourse to the individual and are collateralized by the common shares of Clairvest owned by the employees with a market value as at June 30, 2021 of \$5.4 million. None of these loans were made to key management.

Key management at Clairvest includes the Chief Executive Officer ("CEO"), the Vice Chairman, the President and its directors. The CEO and the President are entitled to annual discretionary cash bonuses of up to 175% of their individual annual salary based on individual performance. The Vice Chairman is entitled to annual discretionary cash bonuses of up to 100% of annual salary based on individual performance. There is also an annual objective cash bonus which is based on Clairvest's Incentive Bonus Program, the stock option plans, the BVAR Plan and the EDSU Plan. Annual salaries and compensation under these plans paid to the CEO, the Vice Chairman, and the President during the first quarter of fiscal 2022 was \$0.4 million. As at June 30, 2021, the total amounts payable to the CEO, the Vice Chairman, and the President under the aforementioned plans were \$18.6 million. No compensation was paid to directors under the BVAR, DSU or ADSU plans. As at June 30, 2021, the total amounts payable to the directors of Clairvest under the DSU, ADSU and Non-Voting Option plans was \$26.5 million.

During the first quarter of fiscal 2022, Clairvest earned \$0.6 million in advisory and other fees from its investee companies. Additionally, acquisition entities of Clairvest which were not consolidated earned \$0.4 million in distributions and interest income.

Clairvest and a related party of Clairvest, through a limited partnership, own an aircraft that is available for use by both parties. Clairvest and the related party each hold a 50% limited partnership interest. As Clairvest, through a wholly-owned subsidiary, is the general partner of the limited partnership, Clairvest has recognized 100% of the net book value of the aircraft and a liability for the 50% ownership held by the related party. The cost of the aircraft is included in fixed assets and the liability in accounts payable and accrued liabilities.

**OFF-STATEMENT OF FINANCIAL POSITION ARRANGEMENTS**

Clairvest has committed a total of \$55.5 million in various Wellington Financial funds, all of which was unfunded at June 30, 2021. As a result of the sale of Wellington Financial to CIBC in January 2018, these Wellington Financial funds are in the process of being wound up and may no longer invest in new investments.

Under Clairvest's Incentive Bonus Program, a bonus of 10% of after-tax cash income and realizations on certain Clairvest's corporate investments would be paid to management annually as applicable (the "Realized Amount"). As at June 30, 2021, the Realized Amount under the Bonus Program was \$0.6 million and had been accrued under accrued compensation expense liability. In accordance with IFRS, Clairvest is also required to record a liability equal to a bonus of 10% of the after-tax cash income and realizations which are applicable but which have yet to be realized. Accordingly, Clairvest also recorded an \$8.3 million accrued compensation expense liability which would only be payable to management when the corresponding realization events have occurred. The Bonus Program does not apply to the income generated from investments made by Clairvest through CEP III Co-Invest, CEP IV Co-Invest, CEP V Co-Invest, and CEP VI Co-Invest.

As at June 30, 2021, the Company had an accrued liability resulting from future minimum annual lease payments for the use of office space totalling \$3.7 million, of which \$0.6 million is due within one year, \$2.5 million is due after one year but not more than five years and \$0.6 million is due after 5 years.

In connection with its normal business operations, Clairvest is from time to time named as a defendant in actions for damages and costs allegedly sustained by plaintiffs. While it is not possible to estimate the outcome of the various proceedings at this time, Clairvest does not believe that it will incur any material loss in connection with such actions.

### **DERIVATIVE FINANCIAL INSTRUMENTS**

The Company and its acquisition entities entered into foreign exchange forward contracts as economic hedges against the fair value of its foreign-denominated investments and loans in accordance with its foreign exchange hedging policy. Foreign exchange hedging activities during the first quarter of fiscal 2022 are further described in *note 14* to the unaudited interim condensed consolidated financial statements.

### **RISK MANAGEMENT**

The private equity investment business involves accepting risk for potential return and is therefore affected by a number of risk factors. These factors, categorized as market risk, investing process risk and other risks, are described below. Additional risks not currently known to us or that we currently believe to be immaterial may also have a material adverse effect on future business of the Company.

#### **Market risk**

##### ***Fair value risk***

Fair value risk includes exposure to fluctuations in the fair market value of the Company's investments. Included in corporate investments are investee companies for which the fair values have been estimated based on assumptions that may not be supported by observable market prices. The most significant unobservable inputs for fair value measurement are earnings before interest, taxes, depreciation and amortization ("EBITDA") and the earnings multiple which is applied to the EBITDA in each individual investee company. In determining the appropriate multiple, Clairvest considers i) public company multiples for companies in the same or similar businesses; ii) where information is known and believed to be reliable, multiples at which recent transactions in the industry occurred; and iii) multiples at which Clairvest invested directly or indirectly in the company, or for follow-on investments or financings. The resulting multiple is adjusted, if necessary, to take into account differences between the investee company and those the Company selected for comparisons and factors include public versus private company, company size, same versus similar business, as well as with respect to the sustainability of the company's earnings and current economic environment, including an estimate of the potential impact of COVID-19. Earnings multiples used are based on public company valuations as well as private market multiples for comparable companies. Earnings are based on the last twelve-month EBITDA and if necessary, adjusted for any non-recurring items such as, restructuring expenses and annualized pro-forma adjustments from recently completed acquisitions. Adjustments to EBITDA may also consider forecasted impacts arising from the current economic environment or recent developments of the investee company. The potential effects to the carrying value of the Company's investments are further described in *note 17* to the unaudited interim condensed consolidated financial statements.

Clairvest may also use information with respect to recent transactions for valuation of private equity investments. When fair value is determined based on recent transaction information, this value is the most representative indication of fair value for a period of up to 12 months from the date of the investment. The fair value of corporate bonds, debentures or loans is primarily determined using a discounted cash flow technique. This technique uses observable and unobservable inputs such as discount rates that take into account the risk associated with the investment as well as future cash flows. For those investments valued based on recent transactions and discounted cash flows, Clairvest has determined that there are no reasonable alternative assumptions that would change the fair value materially as at June 30, 2021.

The Company's corporate investment portfolio was diversified across 20 investee companies in 10 industries as at June 30, 2021. The Company has considered current economic events and indicators in the valuation of its investee companies.

***Interest rate risk***

Fluctuations in interest rates affect the Company's income derived from its treasury funds. For financial instruments which yield a floating interest rate, the income received is directly impacted by the prevailing interest rate. The fair value of financial instruments which yield a fixed interest rate would change when there is a change in the prevailing market interest rate. The Company manages interest rate risk on its treasury funds by conducting activities in accordance with the fixed income securities policy that is approved by the Audit Committee. Management's application of these policies is regularly monitored by the Audit Committee.

The potential effect on the Company's treasury funds from fluctuations in interest rates are further described in *note 16* to the unaudited interim condensed consolidated financial statements.

Certain of the Company's corporate investments are also held in the form of debentures and loans. Significant fluctuations in market interest rates can have a significant impact on the carrying value of these investments.

***Currency risk***

The Company has implemented a hedging strategy because it has, directly and indirectly, several investments outside of Canada, currently in the United States, India, Chile and the United Kingdom. The Company has also advanced loans to investee companies and the CEP VI Fund which are denominated in foreign currency. In order to limit its exposure to changes in the value of foreign denominated currencies relative to the Canadian dollar, Clairvest and its acquisition entities, subject to certain exceptions, entered into foreign exchange hedging positions against these foreign denominated currencies. As at June 30, 2021, the Company's foreign exchange exposure with respect to the Chilean Peso and Indian Rupee are unhedged. In addition, there is a timing difference between the balance sheet date and the investment valuation date given the timing of which information is available to make this determination. This could result in a delay in the implementation of the Company's hedging strategy. Accordingly, a significant depreciation in value in these currencies could result in a material impact to the performance of Clairvest's investment portfolio and the carried interest the Company could earn from the CEP Funds.

A number of investee companies are subject to foreign exchange risk. A significant change in foreign exchange rates can have a significant impact on the profitability of these entities and in turn the Company's carrying value of these corporate investments, and could impact the carried interest the Company could earn from the CEP Funds. The Company manages this risk through oversight responsibilities with existing investee companies and by reviewing the financial condition of investee companies regularly.

***Commodity price risk***

Certain Clairvest's investee companies are subject to price fluctuations in commodities. Clairvest understands the risk of investing in cyclical industries which are largely tied to commodity prices and takes such risk into account in making these investments. The Company manages this risk through oversight responsibilities with existing investee companies and by reviewing the financial condition of investee companies regularly.

***Investing process risk***

***Competition risk***

Clairvest and the CEP Funds compete for acquisition of investments with many other investors, some of which may have greater depth of investment experience in particular industries or segment or greater financial resources. There may be intense competition for investments in which Clairvest intends to invest, and such competition may result in less favorable investment terms than would otherwise be the case. There can, therefore, be no assurance that the investments ultimately acquired by Clairvest will meet all the investment objectives of Clairvest, or that Clairvest will be able to invest all of the capital it has committed to invest alongside the CEP Funds. The Company manages this risk through a disciplined approach to investing its capital and that of the CEP Funds, and has strict investment policies where investments above a certain threshold require the approval of the Board of Directors.

***Uncompleted and unspecified investment risk***

The due diligence of each specific investment opportunity that Clairvest looks at and the negotiation, drafting and execution of the relevant agreements require substantial management time and attention and may incur substantial third-party costs. In the event that Clairvest elects not to complete a specific investment, the costs incurred up to that point for the proposed transaction are often not recoverable by Clairvest and the CEP Funds. Furthermore, in the event that Clairvest reaches an agreement relating to a specific investment, it may fail to complete such an investment for any number of reasons, including those beyond Clairvest's control. Any such occurrence could similarly result in a financial loss to Clairvest and the CEP Funds due to the inability to recoup any of the related costs incurred to complete a transaction. A shareholder must rely upon the ability of Clairvest's management in making investment decisions consistent with its investment objectives and policies. Shareholders will not have the opportunity to evaluate personally the relevant economic, financial and other information which is utilized by Clairvest in its selection of investments.

***Minority investment risk***

Clairvest and the CEP Funds may make minority equity investments in entities in which they do not legally control all aspects of the business or affairs of such entities. As at June 30, 2021, 7 of the 20 investments made by Clairvest and the CEP Funds were minority equity investments. In all investments, Clairvest monitors the performance of each investment, maintains an ongoing dialogue with each investee's management team and seeks board representation and negative controls as conditions of each investment.

***Gaming investment risk***

As at June 30, 2021, Clairvest's exposure to gaming investments represented 22.1% of its net book value. These investments are subject to the risks of any other investment but have heightened exposure to political and regulatory risk whereby a change in the political or regulatory regime governing the gaming industry in a particular jurisdiction where Clairvest's gaming assets are located, including those internationally, could have an impact on the ultimate returns of that investment. In addition, many of these investments involve the construction of a gaming facility whereby not only is Clairvest underwriting the risk of completing the facility on budget, but it is also relying on forecasted gaming revenue, versus historical results, which is only a best estimate. While a project is in construction and for a specified period thereafter, the owners of a newly constructed gaming facility may have to guarantee some or all of the bank facility or agree to fund any operating shortfall. The Company manages this risk through oversight responsibilities with existing investee companies and by reviewing the financial condition of investee companies regularly. Historically, Clairvest has been able to manage all of these risks but past performance of Clairvest provides no assurance of future success.

***Risks upon sale of investments***

In connection with the disposition of an investee company, Clairvest and the CEP Funds may be required to make representations about the business and financial affairs of the business. Clairvest and the CEP Funds may also be required to indemnify the purchasers of such investee companies to the extent that any such representation turns out to be incorrect, inaccurate or misleading.

***Investment structure and taxation risks***

Clairvest structures its investments in a manner that is intended to achieve its investment objectives. There can be no assurance that the structure of any investment will be as tax efficient as designed or that any particular tax result will be achieved, due to unanticipated tax law changes or unforeseen circumstances during the planning phase of the tax structuring. Furthermore, Clairvest's returns in respect of its investments may be reduced by withholding or other taxes imposed by jurisdictions in which Clairvest's investee companies are organized.

**Other risks**

***Credit risk***

Credit risk is the risk of a financial loss occurring as a result of default of a counterparty on its obligations to the Company. For the quarter ended June 30, 2021, there were no material income effects on changes of credit risk on financial assets. The Company manages credit risk on corporate investments through thoughtful planning, strict investment criteria, significant due diligence of investment opportunities and oversight responsibilities with existing investee companies and by conducting activities in accordance with investment policies that are approved by the Board of

Directors. Management's application of these policies is regularly monitored by the Board of Directors. Management and the Board of Directors review the financial condition of its investee companies regularly.

The Company is also subject to credit risk on its accounts receivable and loans receivable, a significant portion of which are with its investee companies and its CEP Funds. The Company manages this risk through its oversight responsibilities with existing investee companies by reviewing their financial conditions regularly, and through its fiduciary duty as manager of the CEP Funds and by maintaining sufficient uncalled capital for the CEP Funds to settle obligations as they come due.

The Company manages counterparty credit risk on derivative instruments by only contracting with counterparties which are Schedule 1 Canadian chartered banks.

The Company manages credit risk on its treasury funds by conducting activities in accordance with the fixed income securities policy which is approved by the Audit Committee. The Company also manages credit risk by contracting with counterparties which are Schedule 1 Canadian chartered banks or through investment firms where Clairvest's funds are segregated and held in trust for Clairvest's benefit. With respect to the other fixed income securities under temporary investments, the Company reviews the credit quality of the counterparties through underwriting information provided by agents or brokers which are specialized in brokering these investments and in each case the Company's investment in these counterparties represents the most senior security in the counterparty's capital structure. Management's application of these policies is regularly monitored by the Audit Committee. Management and the Audit Committee review credit quality of cash equivalents and temporary investments regularly.

#### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. Financial obligations arising from off-statement of financial position arrangements have been previously discussed. Accounts payable, loans payable, and derivative instruments have maturities of less than one year. Management participation liability, share-based compensation liability, and amounts accrued under the Bonus Program are only due upon cash realization or completion of the respective vesting periods. Total unfunded commitments to co-invest alongside the CEP Funds, as described were \$291.6 million as at June 30, 2021. The timing of any amounts to be funded under these commitments is dependent upon the timing of investment acquisitions, which are made at the sole discretion of the Company.

The Company manages liquidity risk by maintaining a conservative liquidity position that exceeds all liabilities payable on demand. The Company invests treasury funds in liquid assets such that they are available to cover any potential funding commitments and guarantees. In addition, the Company maintains a \$100.0 million credit facility which was undrawn as at June 30, 2021.

As at June 30, 2021, Clairvest had treasury funds, inclusive of those held at acquisition entities, of \$404.0 million and access to \$100.0 million in credit to support its obligations and current and anticipated corporate investments. Clairvest also had access to \$0.8 billion in uncalled committed third-party capital through the CEP Funds as at June 30, 2021 to invest along with Clairvest's capital.

#### ***Conflicts of interest risk***

Clairvest's primary business is that of a private equity investor investing its own capital but it also manages third-party capital through the CEP Funds. In accordance with the various fund agreements for the CEP Funds, Clairvest is required to invest alongside the CEP Funds unless the relevant CEP Fund investor committee approves such an investment to be invested by Clairvest without the CEP Funds' participation. Accordingly, Clairvest shareholders may not realize the full benefit of Clairvest investment opportunities as such opportunities are required to be shared with the CEP Funds.

#### ***Risk of CEP Fund Limited Partners' failure to meet capital calls***

The general partner of the CEP Funds is responsible to manage the affairs of the CEP Funds, which includes calling capital for investments made by the CEP Funds. If a limited partner of the CEP Funds fails to make the required capital contribution when due, Clairvest could be required to increase its investment under certain conditions. The general partner

of the CEP Funds manages this risk through designing the terms of the CEP Funds appropriately and due diligence of potential limited partners of the CEP Funds prior to admitting them to the partnership.

***Minority shareholder risks***

As at June 30, 2021, Clairvest's Board of Directors and employees owned approximately 76% of Clairvest's common shares and the CEO owned or controlled over 50% of the total common shares of the Company. Accordingly, the CEO and other insider shareholders have the ability to exercise substantial influence with respect to Clairvest's affairs and can usually dictate the outcome of shareholder votes and may have the ability to prevent certain fundamental transactions.

Accordingly, Clairvest shares may be less liquid and trade at a relative discount compared to circumstances where such large shareholders did not have the ability to significantly influence or determine matters affecting Clairvest.

**DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

In accordance with National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings", issued by the Canadian Securities Administrators ("CSA"), Management has evaluated the effectiveness of Clairvest's disclosure controls and procedures as at June 30, 2021 and concluded that the disclosure controls and procedures are effective in ensuring that information required to be disclosed by Clairvest in its corporate filings is recorded, processed, summarized and reported within the required time period for the quarter then ended.

National Instrument 52-109 also requires certification from the CEO and the Chief Financial Officer to certify their responsibilities for establishing and maintaining internal controls with regards to the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Management has evaluated Clairvest's design and operational effectiveness of internal controls over financial reporting for the quarter ended June 30, 2021. Management has concluded that the design of internal controls over financial reporting were effective and operated as designed as at June 30, 2021 based on this evaluation. There were no changes in internal controls during the most recent interim period that has materially affected, or is reasonably likely to materially affect, internal controls over financial reporting. The Company has not identified any weakness that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

**USE OF NON-IFRS MEASURES**

This MD&A contains references to various non-IFRS financial measures, including "book value" and "book value per share". Book value is calculated as the value of total assets less the value of total liabilities. Book value per share is calculated as book value divided by the total number of common shares of the Company outstanding as at a specific date. The terms book value and book value per share do not have any standardized meaning according to IFRS. There is no comparable IFRS financial measure presented in the Company's interim condensed consolidated financial statements and thus no applicable quantitative reconciliation for such non-IFRS financial measure. The Company believes that the measure provides information useful to its shareholders in understanding our performance, and may assist in the evaluation of the Company's business relative to that of its peers.

**FORWARD-LOOKING STATEMENTS**

*A number of the matters discussed in this MD&A deal with potential future circumstances and developments and may constitute "forward-looking" statements. These forward-looking statements can generally be identified as such because of the context of the statements and often include words such as the Company "believes", "anticipates", "expects", "plans", "estimates" or words of a similar nature.*

*The forward-looking statements are based on current expectations and are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The impact of any one risk factor on a particular forward-looking statement is not determinable with certainty as such factors are interdependent upon other factors, and management's course of action would depend upon its assessment of the future considering all information then available.*

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*All subsequent forward-looking statements, whether written or oral, attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. The Company assumes no obligation to update forward-looking statements should circumstances or management's estimates or opinions change.*