



'DRIVING CASH FLOW, DRIVING VALUE'

DYE & DURHAM IS UNLOCKING SUBSTANTIAL VALUE FOR ALL SHAREHOLDERS

- Reducing leverage by allocating at least 70% of Leveraged Free Cash Flow^{1,3} to debt reduction
- Pausing M&A until leverage is below 4x
- Sustaining rapidly growing ARR and aiming for over 50% of revenue under contract by end of FY 2026¹⁰
- Investing in and executing on organic growth opportunities

Vote the **GOLD** Proxy or VIF for the Renewed Board to
Sustain Momentum and Continue Driving Extraordinary
Compounded Value for Shareholders



| 'DRIVING CASH FLOW, *DRIVING VALUE*'



'DRIVING CASH FLOW, DRIVING VALUE'

Dear Fellow Shareholders,

The upcoming annual general and special meeting of Dye & Durham Limited (“**Dye & Durham**” or the “**Company**”) shareholders on December 17, 2024 (the “**Annual Meeting**”) will determine the future of the Company and may critically impact the value of your investment. It is important that you carefully review the following information before voting only the **GOLD proxy** or **GOLD VIF FOR** each of the director nominees recommended by the board of directors of Dye & Durham (the “**Board**”).

A Track Record of Outperformance and Extraordinary Compound Growth

Dye & Durham’s shares have returned 144% since its IPO and 84% over the last 12 months, outperforming the Russell 3000 Index by 57% since its IPO, and 46% over the past 12 months. The Company’s peers by contrast produced 16% returns since the time of Dye & Durham’s IPO, and were up 30% over the last 12 months.²

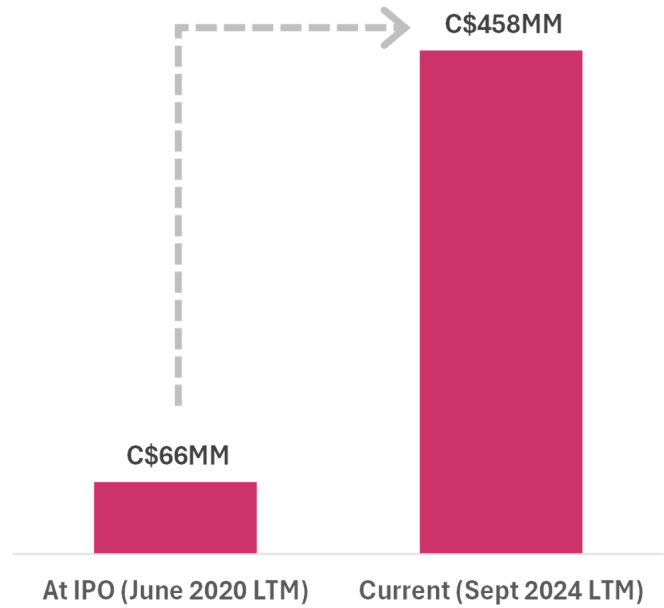
Since its IPO, Dye & Durham has created one of the world’s largest legal technology companies. The Company is a leader in the mission critical legal practice management segment, providing premier practice management solutions, with operations in Canada, the United Kingdom, Ireland, Australia and South Africa.

Dye & Durham, through a deliberate strategy, acquired best-in-class global legal technology companies, and then integrated the acquired products and support teams to develop Unity, a single SaaS based service offering focused on 1-25 person law firm practices in Commonwealth countries.

The Company’s performance since its IPO has been underpinned by a compound annual growth rate of its EBITDA³ of 58%, while its peer median reported just 12%.⁹

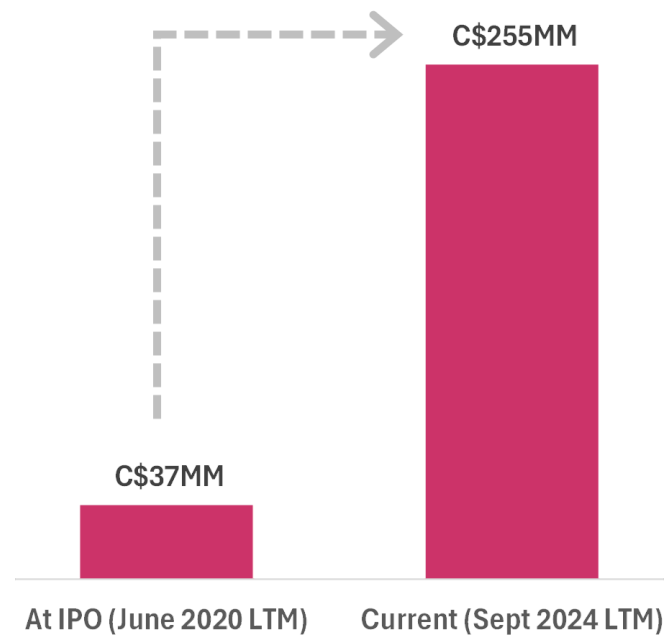
Revenue

Increased by 598%



Adjusted EBITDA³

Increased by 594%





'DRIVING CASH FLOW, DRIVING VALUE'

A Year of Sustained Momentum

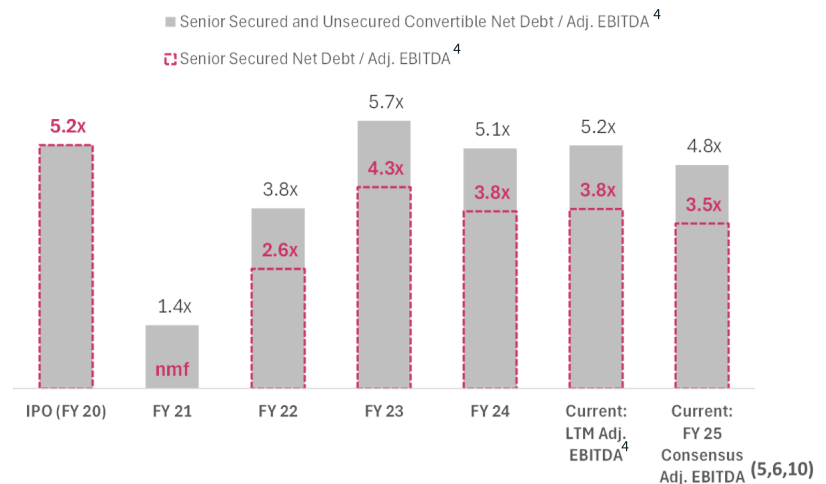
As a result of thoughtful and good faith engagement with shareholders, the Board has overseen transformative change across the Company over the last twelve months.

Amid significant macroeconomic headwinds including a prolonged slowdown in global real estate and an increase in borrowing costs:

- The Company optimized the business to generate **significant cash flow**.
- Management drove **focused execution of the Company's strategy**, propelling Dye & Durham's **organic growth** and unlocking value through business integration, platform consolidation and operational efficiencies.
- The Company recently announced that it **surpassed \$150 million in annual recurring revenue ("ARR")**, a key metric which includes revenues from subscriptions and minimum spend contracts and provides revenue stability, predictability and reliable cash flow. **ARR was up almost \$47 million since September 30, 2023**. Reaching this milestone is a direct result of sustained momentum in the business, a continued focus on enhancing platform functionality and management's superb execution of the Company's strategy to **transition to a SaaS model**.
- Since Q4 2022, contracted **ARR revenue has increased from 10% to ~29%** with related revenue up ~10% excluding the impact of TM Group **despite a significant reduction in global real estate transaction volumes**.
- The ongoing shift to a global subscription model offers the **opportunity to increase wallet share, customer retention and predictable revenue while preserving transactional revenue upside**.

- The Board took decisive action to **reorient the Company's capital allocation approach including an increased focus on organic growth**, strengthen its balance sheet and retain the flexibility to continue investing in growth, while still delivering on its **commitment to reducing Net Debt³-to-Adjusted EBITDA³ leverage ratio below 4 times as quickly as possible** through a combination of debt reduction, organic growth and cash flow improvement, with a goal to operate the business in a range of 2.5 to 3.5 times leverage in the long term.
- The Company completed a series of refinancings totalling \$1.2 billion in April 2024, which **strengthened its balance sheet and improved the Company's capital stack**.
- Since December 31, 2023, Dye & Durham's Net Debt³ has decreased by approximately \$86 million as of September 30, 2024.

Net Debt / Adjusted EBITDA⁴



Note: "nmf" indicates no meaningful figure.

- Remained well-positioned for the **recovery in the global real estate market**.
- **Defended a leading market position by being responsive to customers** and delivering product offerings that enable mission critical aspects of their businesses.
- **Aligned the world-class management team with the needs of the integrated business** to ensure a high level of continued operational execution.



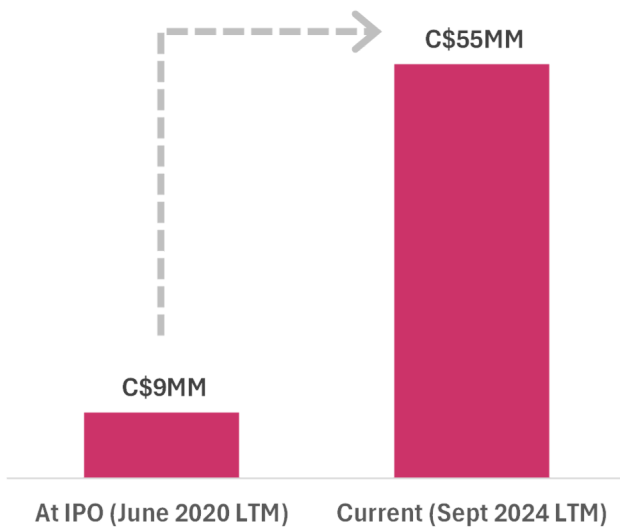
'DRIVING CASH FLOW, DRIVING VALUE'

- **Continued comprehensive and meaningful investor relations engagement.** The Board, management and IR teams continue to **introduce the Dye & Durham story to more investors** and improve the understanding of its unique value proposition for investors. Together, the Company has introduced Dye & Durham to over 100 unique accounts across several geographies.

These decisive actions have positioned the Company to generate significant and sustainable cash flow and continue to grow long term.^{7,10}

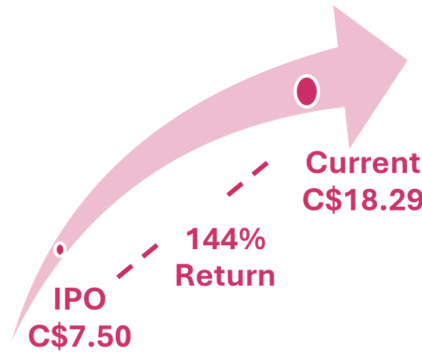
Leveraged Free Cash Flow^{3,7}

Increased by 530%



Dye & Durham's shares have returned over 84% over the past 12 months⁸, reflecting shareholder confidence in the Company's strategic plan and its execution

D&D Share Performance Since IPO (July 17, 2020)



Versus Peers and Relevant Benchmarks

Select Peers / Index	Share Performance
Constellation Software	198%
Dye & Durham	144%
Thomson Reuters	144%
Descartes	127%
Wolters Kluwer	120%
RELX	115%
Topicus	91%
Russell 2000	67%
S&P / TSX Composite	54%
Altus Group	35%
Shopify	(4)%
Kinaxis	(11)%
PEXA	(20)%
Open Text	(30)%
Global Payments	(34)%
Enghouse	(60)%
Real Matters	(74)%

Sources: Company filings, street research, FactSet as of November 8, 2024. Note: Current based on closing price as at November 8, 2024. Share performance measured from July 17, 2020 to current

The Board has Been Substantially Refreshed and has the Right Mix of Skills, Experience and Fresh Shareholder Focused Perspective

The Dye & Durham nominees offer shareholders **experienced business leaders with proven track records in software, technology, capital allocation, accounting and corporate governance.** These individuals, together with the Company's engaged and focused management team, are committed to driving value for all stakeholders.

The Board plays an important leading role in setting the Company's strategy including its capital allocation, as well as supporting the management team. All members of the Board, except for the Company's CEO, are independent, and constructively challenge management and hold it accountable, to ensure that Dye & Durham is pursuing an optimal course for shareholders. Full biographical details are available for each of the Dye & Durham nominees in the proxy materials, and shareholders are encouraged to review them.



'DRIVING CASH FLOW, DRIVING VALUE'

An Activist Investor Group led by Engine Capital is Attempting to Disrupt the Company's Progress and Would Destroy Shareholder Value

As shareholders may be aware, a group of activist shareholders led by Engine Capital LP (together with its affiliates, "**Engine**"), a self-styled "activist" investor with the support of OneMove Capital Ltd. ("**OneMove**") is seeking to replace six members of the Board, and submitted a notice to do so, with its handpicked nominees (the "**Notice**").

Engine is attempting to highlight the skills and experience that these individuals would bring, as value-accretive, when in fact they appear to be exaggerated, dated or related to limited duration or tenure. Engine's nominees, as a group, lack substantive senior executive, operational and board experience to be additive to the Board. In addition, the individuals lack meaningful capital allocation experience – a critical area that the Company remains focused on.

OneMove, who the Company believes coordinated its actions with Engine's campaign, has also nominated an individual for the Board, pursuant to an investor rights agreement (as more fully described in the proxy materials).

The Board has made every effort to find accommodations with Engine and OneMove, including offering multiple seats on the Board. Engine's ever-shifting, escalating and unacceptable demands, are making it impossible to find a settlement that would be in the best interests of all stakeholders, including shareholders.

The Board has and will continue its constructive engagement efforts with other shareholders. Last month, the Company entered into a cooperation agreement with a long-term and engaged shareholder which resulted in the addition of two new independent nominees for the Board at the Annual Meeting. Engine, in response, attacked the Company for working constructively with other shareholders.

The Board believes that Engine and its partners are attempting to gain control of Dye & Durham, with no plan and no management team to run the Company.

The Board believes it is important for shareholders to understand the scope of Engine's attempt to gain control of the Company, and the extraordinary effort the Board made to avoid an unnecessary, distracting and costly proxy contest.

Zero Premium Takeover Attempt

The Company believes that, from the outset, Engine has coordinated its actions with other shareholders including OneMove to press for Board changes. In doing so, Engine and OneMove may have violated Early Warning requirements.

Engine Does Not Want the Board to Consider Strategic Alternatives that Could Lead to a Premium Offer for All Shareholders

In response to the Company's announcement that it had expanded the scope of its strategic review, which was done in order to consider additional value maximizing alternatives for shareholders, Engine somehow believed it was a good idea to attack the Board for discharging its fiduciary duties, and advanced inaccurate and speculative allegations about the Company's motives. Engine appeared determined to prevent the Board from considering all paths that would preserve and maximize shareholder value – before it can gain control.

An Ever-Shifting Narrative Built on Cherry-Picked Data and Outright Misstatements

Engine's critiques border on the nonsensical, and some even conflict with one another. They rely on Engine's superficial understanding of the business and a gross mischaracterization of the Company's track record of value creation.

Engine has misrepresented the Company's share price performance and claimed Dye & Durham's debt since December 31, 2023 had increased, when in fact its Net Debt³ had decreased by \$88 million as of June 30, 2024.¹⁰



'DRIVING CASH FLOW, DRIVING VALUE'

Engine has Failed to Present the Board with Even One Credible and Actionable, Strategic or Operational Idea

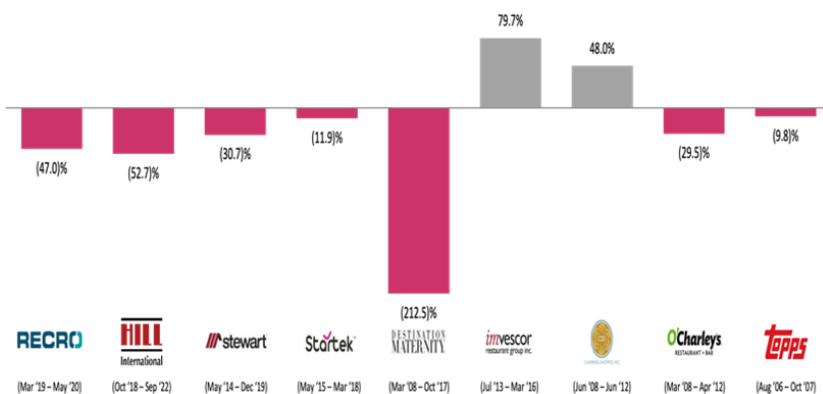
Members of the Board and management team have met with Mr. Ajdler several times, and each time came away believing that his understanding of Dye & Durham's business was superficial, and his prescriptions for "change" constantly shifting.

In fact, if the Board had acceded to Engine's demands over the past several months, it would have been value destructive for shareholders. Among its demands, Engine demanded that Dye & Durham not proceed with its \$1.2 billion refinancing transaction, which transaction enhanced the Company's balance sheet and lowered its cash interest costs.¹⁰

Engine Has Been a Poor Capital Allocator, and its Track Record has been Abysmal

Mr. Ajdler's Engine appears to have a convenient habit of turning up at companies in the midst of growth and transition, in an attempt to take credit for initiatives already underway. He is attempting this at Dye & Durham, waging a contest knowing that the Company had been repositioned to deliver long-term sustainable value.

Arnaud Ajdler's Directorship Tenure Returns vs. Russell 3000



Source: Bloomberg, FactSet, Public Filings. Note: TSR calculations based on closing prices of the unaffected start date and the end date of each directorship tenure.

Notwithstanding his track record of opportunism, at the nine companies where Mr. Ajdler served as a director, the median and average company TSR performance underperformed the Russell 3000 during his directorships by approximately 30%.

While he seeks to gain representation on and control of Dye & Durham's Board, shareholders should take note that Mr. Ajdler's track record has been value destructive at the companies he has served on the board of.

Engine is Attempting to Nominate Poorly Qualified Nominees

As long-term shareholders are aware, since its IPO, Dye & Durham has created one of the world's largest legal technology companies, outperforming virtually all of its peers by all key financial metrics as well as the Russell 3000 Index. To displace experienced and highly qualified directors with Engine's underqualified slate would be potentially value destructive and would not be in the best interests of the Company or its shareholders.

The Dye & Durham Plan to Continue Driving Sustained Shareholder Value Creation

- **Reduce Leverage:** Lower the Company's Net Debt³-to-Adjusted EBITDA³ ratio to below 4x by focusing on organic growth and allocating at least 70% of Leveraged Free Cash Flow^{1,3} to Net Debt³ reduction until that ratio is met.¹⁰
- **Pause M&A:** Suspend significant M&A activity until leverage is below 4x.¹⁰ Following that, Dye & Durham will selectively pursue accretive acquisitions that support a leverage target of 2.5-3.5x.¹⁰ Long term, the Company will pursue strategic acquisitions that complement the business, maintaining strict discipline around capital deployment and leverage profile as well as acquisition valuation and targeted returns.¹⁰
- **Consider Monetization Opportunities:** Opportunistically assess monetization alternatives for noncore asset portfolio.¹⁰
- **Revenue Model Transition:** Continue the revenue model transition to more predictable and transparent contracted revenue as the foundation for Dye & Durham's investments in innovation and product enhancement, while still retaining exposure to transactional revenue benefits through minimum spend contracts and enabling customers to disburse cost.¹⁰



'DRIVING CASH FLOW, DRIVING VALUE'

- **Cross-Sell Opportunity:** Capitalize on cross-sell opportunity to the Company's large tail of customers through full solution suite offering, single customer front-end (Unity) and more scalable sales approach.¹⁰
- **Product Rationalization:** Consolidate investment and resources behind core go-forward Unity solutions.¹⁰
- **Driving Operational Efficiencies:** Streamline people, processes and systems.¹⁰

This disciplined approach will deliver consistent value to shareholders by strengthening the Company's balance sheet, enhancing cash flow stability and expanding market reach.¹⁰

The Board and management team are delivering on their commitments to shareholders.

Please vote your **GOLD proxy** or **GOLD VIF FOR** each of Dye & Durham's director nominees. The Board encourages you to vote well before the proxy voting deadline on December 13 at 10:30 a.m. (Toronto time).

If you have any questions or need help voting your shares, please contact Carson Proxy, at Toll Free: 1-800-530-5189, Local and Text: 416-751-2066 or Email: info@carsonproxy.com.

Thank you for your support.

Sincerely,

Your Board of Directors

⁽¹⁾ After taking consideration of current holdback and contingent consideration liabilities.

⁽²⁾ Share performance dated November 8, 2024. Peer share performance represents median return. Peers include: Altus Group, Pexa, Real Matters, RELX, Thomson Reuters, Constellation Software, Opentext, Descartes, Enghouse Systems, Wolters Kluwers, Kinaxis, Shopify, Topicus and Global Payments.

⁽³⁾ Net Debt, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin and Leveraged Free Cash Flow are non-IFRS measures. Please see "Non-IFRS Measures".

⁽⁴⁾ Net Debt as reported divided by LTM Adjusted EBITDA. Shown as at end of Fiscal Year (June 30) and Current LTM Adjusted EBITDA shown as at September 30, 2024. Adjusted EBITDA, Net Debt / Adjusted EBITDA and Senior Secured and Unsecured Convertible Net Debt / Adjusted EBITDA are non-IFRS measures. Please see "Non-IFRS Measures".

⁽⁵⁾ Shown based on FY 25 analyst consensus Adjusted EBITDA estimate of C\$277 million as of November 8, 2024. Consensus estimates included herein do not represent the opinions, forecasts or predictions of the Company. See "Disclaimer".

⁽⁶⁾ The consensus estimate presented here does not represent the opinions, forecasts or predictions of the Company. See "Disclaimer".

⁽⁷⁾ Leveraged Free Cash Flow is a new non-IFRS measure used by the Company and is defined as net cash provided by operating activities, less additions to intangible assets and property (including capitalized software) less net interest paid and payments under lease arrangement. The Company believes Leveraged Free Cash Flow is a fundamental measure for investors to evaluate cash generated by the Company after accounting for the Company's obligations, including interest payments, capital expenses and lease obligations.

⁽⁸⁾ As of November 8, 2024, in order to align with recently released Value Creation Plan.

⁽⁹⁾ Sources include company filings and Factset. EBITDA CAGR based on twelve months ended June 30, 2020 to twelve months ended September 30, 2024. For certain peers who may not have reported results yet for the period ending September 30, 2024, latest available period is used. Similarly, using closest twelve-month period in the event a peer did not report to June 30, 2020. Median CAGR calculation excludes peers that had negative EBITDA in the starting period.

⁽¹⁰⁾ This may constitute forward-looking information and/or forward-looking statements. Please see "Forward-Looking Statements".



'DRIVING CASH FLOW, DRIVING VALUE'

Disclaimer

This letter has been prepared for informational purposes only. These materials are not, and in no circumstances are they to be construed as, a prospectus, an offering memorandum, an advertisement, or a public offering of securities. In addition, these materials do not form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, or any offer to underwrite or otherwise acquire any securities of the Company or any other securities, nor shall they or any part of them nor the fact of their distribution or communication form the basis of, or be relied on in connection with, any contract, commitment or investment decision in relation thereto, nor does it constitute a recommendation regarding the securities of the Company. No securities regulatory authority or similar authority has reviewed or in any way passed upon the document or the merits of these securities and any representation to the contrary is an offence.

No reliance may be placed for any purposes whatsoever on the information contained in these materials or on their completeness. No representation or warranty, express or implied, is given by or on behalf of the Company, any agent of the Company or any of such persons, directors, officers or employees or any other person as to the accuracy or completeness of the information contained in these materials and no liability whatsoever is accepted by the Company, any agent of the Company or any of such persons, directors, officers or employees nor any other person for any loss howsoever arising, directly or indirectly, from any use of such information or otherwise arising in connection therewith.

Any consensus estimates by analysts that are contained in this letter, including fiscal 2025 consensus EBITDA and adjusted EBITDA, do not represent the opinions, forecasts, or predictions of the Company, any agent of the Company, or any directors, officers, or employees of the Company. Estimates are directly from analyst reports.

No representation or warranty, express or implied, is given by the Company, any agent of the Company, or any directors, officers, or employees of the Company as to the correctness, accuracy, or completeness of the consensus figures and no liability whatsoever is accepted by the Company, any agent of the Company, or any directors, officers, or employees of the Company arising in connection with any use of such information.

If any recipient of these materials wishes to make an investment in the Company (each such recipient, a "prospective investor"), such prospective investor must rely on their own examination of the Company, including the merits and risks involved. Prospective investors should not construe anything in this letter as investment, legal or tax advice. Each prospective investor should consult its own investment, legal, tax and other advisers regarding the financial, legal, tax and other aspects of any investment in the Company.

Forward-Looking Statements

This letter may contain forward-looking information and forward-looking statements within the meaning of applicable securities laws, which reflects the Company's current expectations regarding future events, including statements related to the Company's: (i) performance, (ii) future growth plans and prospects, (iii) the markets in which the Company operates, (iv) debt reduction strategy, plans regarding debt repayment, and path to reducing leverage, including its net debt reduction principles, (v) expected organic growth, (vi) compound annual growth rate, (vii) core business strategy, including regarding the revenue model transition, cross-selling opportunity, product rationalization and streamlining of processes, (viii) capital allocation strategy, including regarding maintaining strict discipline around capital deployment and opportunistically assessing monetization alternatives for non-core asset portfolio, (ix) approach to executing its business strategies, including the composition of the Company's management team, operating thesis, sales approach, product portfolio and prioritization, and team structure, (x) organic go-to-market strategy, including managing its top customers and focussing on efforts to drive additional subscription revenue from its "long tail", (xi) go-forward M&A thesis, including its plan to suspend significant M&A activity, or (xii) future intentions



'DRIVING CASH FLOW, DRIVING VALUE'

with regard to its business and acquisition strategy. In some cases, but not necessarily in all cases, forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “targets”, “expects” or “does not expect”, “is expected”, “an opportunity exists”, “is positioned”, “estimates”, “intends”, “assumes”, “anticipates” or “does not anticipate” or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might”, “will” or “will be taken”, “occur” or “be achieved”. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward looking statements. Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management’s current beliefs, expectations, estimates and projections regarding future events and operating performance.

The foregoing forward-looking information and/or forward-looking statements demonstrate the Company’s objectives, which are not forecasts or estimates of its financial position, but are based on the implementation of the Company’s strategic goals, growth prospects, and growth initiatives. Forward-looking information is generally based on a number of assumptions, opinions, and estimates, including, but not limited to: (i) the Company’s results of operations will continue as expected, (ii) the Company will continue to effectively execute against its key strategic growth priorities, (iii) Dye & Durham’s director nominees will be elected as directors, (iv) the Company will continue to retain and grow its existing customer base and market share, (v) the Company will be able to take advantage of future prospects and opportunities, and realize on synergies, including with respect of acquisitions, (vi) there will be no changes in legislative or regulatory matters that negatively impact the Company’s business, (vii) current tax laws will remain in effect and will not be materially changed, (viii) economic conditions will remain relatively stable throughout the period, (ix) the industries the Company operates in will continue to grow consistent with past experience, (x) exchange rates being approximately consistent with current levels, (xi) the seasonal trends in real estate transaction volume will continue as expected, (xii) the Company’s expectations for increases to the average rate per user on its platforms,

contractual revenues, and incremental earnings from its latest asset-based acquisition will be met, (xiii) the Company being able to effectively upsell and cross-sell between practice management and data insights & due diligence customers, (xiv) the Company’s expectations regarding its debt reduction strategy will be met, and (xv) those assumptions described under the heading “Caution Regarding Forward-Looking Information” in the Company’s most recent Management’s Discussion and Analysis.

While these assumptions, opinions, and estimates are considered by the Company to be appropriate and reasonable in the circumstances as of the date of this letter and given the time period for such projections and targets, they are subject to a number of known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to: the Company will be unable to effectively execute against its key strategic growth priorities, including in respect of acquisitions; some or all of Dye & Durham’s director nominees will not be elected as directors; the Company will be unable to continue to retain and grow its existing customer base and market share; risks related to the Company’s business and financial position; the Company may not be able to accurately predict its rate of growth and profitability; risks related to economic and political uncertainty; income tax related risks; and the factors discussed under “Risk Factors” in the Company’s most recent Annual Information Form and under the heading “Risks and Uncertainties” in the Company’s most recent Management’s Discussion and Analysis, which are available on the Company’s profile on SEDAR+ at www.sedarplus.ca.

Many of these risks are beyond the Company’s control. If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently



'DRIVING CASH FLOW, DRIVING VALUE'

known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information.

Although the Company bases these forward-looking statements on assumptions that it believes are reasonable when made, the Company cautions investors that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this letter. In addition, even if the Company's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this letter, those results or developments may not be indicative of results or developments in subsequent periods. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward looking statements. Any forward-looking statement that are made in this letter speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data. All of the forward-looking information contained in this letter is expressly qualified by the foregoing cautionary statements.

Non-IFRS Measures

This letter makes reference to certain non-IFRS financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS financial measures by providing further understanding of the Company's results of operations from management's perspective. The Company's definitions of non-IFRS measures may not be the same as the definitions for such measures used by other companies in their reporting. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. The Company uses non-IFRS financial measures, including "net debt", "EBITDA", "Adjusted EBITDA", "Adjusted EBITDA Margin", and "Leveraged Free Cash Flow", to provide investors with supplemental measures of its operating performance and to eliminate items that have less bearing on operating performance or operating conditions and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. The Company believes that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. The Company's management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period. Please see "Cautionary Note Regarding Non-IFRS Measures" and "Select Information and Reconciliation of Non-IFRS Measures" in the Company's most recent Management's Discussion and Analysis and the Company's recent news releases, which are available on the Company's profile on SEDAR+ at www.sedarplus.ca, for further details on these non-IFRS measures, including (i) definitions of each non-IFRS measure and an explanation of the composition of each non-IFRS financial measure, and (ii) relevant reconciliations of each non-IFRS measure to its most directly comparable IFRS measure, which information is incorporated by reference herein.

Certain totals, subtotals and percentages included in this letter may not reconcile due to rounding.



VOTE TODAY!



If you have any questions or require assistance with voting your shares, please contact:

North American Toll Free Phone: 1-800-530-5189

Local (Collect outside North America): 416-751-2066

Email: info@carsonproxy.com

**VOTE
TODAY**