



INVESTING FOR THE LONG TERM

2020 ANNUAL REPORT





KP Tissue Inc.

2,700

EMPLOYEES

9

PRODUCTION FACILITIES

14

PAPER MACHINES

80

CONVERTING LINES

KP TISSUE INC. (KPT) was created to acquire, and its business is limited to holding, a limited partnership interest in Kruger Products L.P. (KPLP). KPT held a minority interest in KPLP of 14.7% as at December 31, 2020 and of 14.6% as at May 7, 2021⁽¹⁾.

KPLP is Canada's leading manufacturer of quality tissue products for household, industrial and commercial use. KPLP serves the Canadian consumer market with such well-known brands as **Cashmere**®, **Purex**®, **SpongeTowels**®, **Scotties**™ and **White Swan**®. In the U.S., KPLP manufactures the **White Cloud**® brand, as well as many private label products. The Away-From-Home division manufactures and distributes high-quality, cost-effective product solutions to a wide range of commercial and public entities. KPLP has approximately 2,700 employees and operates nine FSC® COC-certified (FSC® C-104904) production facilities in North America.

⁽¹⁾ KPT (the Corporation) holds a limited partnership interest in KPLP. KPT is a reporting issuer in all provinces and territories of Canada, and is required under Canadian Securities laws to report certain financial and business information of KPLP.

© 2021 KP Tissue "Registered and ™trademarks of Kruger Products, L.P. "Registered trademark of Kimberly-Clark Worldwide, Inc. used under license. *Forest Stewardship Council and FSC logo—Forest Stewardship Council, A.C.

Forward looking information: For any information on statements in this Annual Report that are of a forward-looking nature, please consult the section on "Cautionary Forward Looking statement" on page 1 in the Management's discussion and analysis of results of operations and financial position.

CORPORATE HIGHLIGHTS FISCAL 2020

REVENUE OF \$1.5 BILLION, UP 11.7% over 2019 excluding the divested Mexico business.

ADJUSTED EBITDA INCREASED BY 36.4% TO \$197.8 MILLION, due to favourable sales volume and mix impact and lower pulp prices, partially offset by higher costs primarily related to COVID-19, TAD Sherbrooke start-up and SG&A.

TAD SHERBROOKE facility start-up was on time and on budget, despite COVID-19 protocols and challenges.

OPEX PROGRAM delivered above annual target cost savings and allowed strong asset performance to meet the increased demand during the pandemic.

DURING COVID-19, the focus was on the safety and well being of our employees, on ensuring business continuity and meeting the needs of our customers and consumers.

2020 REVENUES

SEGMENT SPLIT

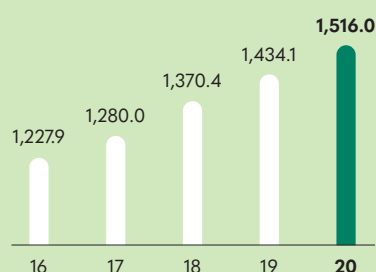


GEOGRAPHIC SPLIT



FIVE-YEAR FINANCIAL PERFORMANCE⁽¹⁾

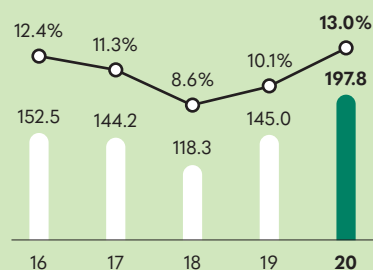
REVENUE⁽¹⁾ (including Mexico*) (in millions of Canadian dollars)



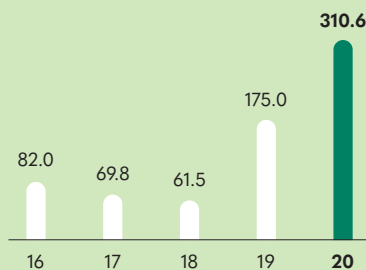
OPERATING INCOME (in millions of Canadian dollars)



ADJUSTED EBITDA⁽³⁾, ADJUSTED EBITDA MARGIN⁽³⁾ (in millions of Canadian dollars, %)



CAPITAL EXPENDITURES (in millions of Canadian dollars)



OTHER FINANCIAL DATA

(In millions of Canadian dollars)

For the years ended December 31	2020	2019	2018 ⁽²⁾	2017	2016
Net income	27.3	2.1	45.4	15.3	35.5
Working capital	53.7	97.3	219.3	(79.5)	115.7
Long-term debt	744.0	586.1	564.0	225.4	415.4
Net debt/LTM adjusted EBITDA ⁽³⁾	3.2x	3.4x	4.0x	2.9x	2.6x

⁽¹⁾ All financial information presented herein are related to KPLP unless otherwise noted and have been prepared in accordance with IFRS. For the year ended December 31, 2020, KPT reported an equity loss of \$1.4 million, a net loss of \$2.0 million and basic loss per share of \$0.20. For more information refer to the KPT Audited Financial Statements for the period ended December 31, 2020.

⁽²⁾ Effective January 1, 2019, KPLP adopted IFRS 16 Leases, the new accounting standard covering lease accounting, using the full retrospective approach. Fiscal 2018 has been restated to reflect the adoption of IFRS 16.

⁽³⁾ Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures. These measures do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similarly titled measures presented by other companies. Refer to the MD&A for the definition and reconciliation of Adjusted EBITDA.

* Including Mexico business dissolved in September 2019.

CONTINUED GROWTH

As Canada's leading tissue company, we strengthened customer partnerships and provided marketing support resulting in strong market share growth in all categories.

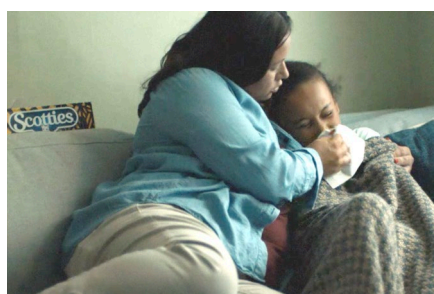


BATHROOM TISSUE

NO. 1

37.1%

▲ +3.3 percentage points from last year ⁽¹⁾



FACIAL TISSUE

NO. 1

33.0%

▲ +2.1 percentage points from last year ⁽¹⁾



PAPER TOWEL

NO. 2

22.2%

▲ +1.7 percentage points from last year ⁽¹⁾

Our Cashmere and Purex brands are leaders in the bathroom tissue market with a combined market share of 37.1%.

With a market share of 33.0%, Scotties is the clear number one with many Canadian consumers who consider the brand to be synonymous with facial tissue.

In the paper towel category, SpongeTowels delivered appreciable market share gains with 22.2% up from 20.5% the previous year.

OUR FOCUS remains on investing in our brands and innovation to build market share leadership in Canada while expanding the White Cloud® brand in the US.



⁽¹⁾ Source: Nielsen; dollar market share for the 52-week period ended March 27, 2021 and March 21, 2020.

“

I wish to thank all of our outstanding employees for their steadfast dedication during these challenging times.

”



Dino Bianco
Chief Executive Officer

MESSAGE TO SHAREHOLDERS

2020 OVERVIEW

More than a year ago, the world changed for all of us in ways none of us could have imagined. The pandemic has had a significant impact on how we work, how we connect and how our business performs. At Kruger Products, we were fortunate to be a leader in a category of products people needed, allowing us to meet demand with the brands they love and value.

In response to COVID-19, we implemented a comprehensive program to keep our people safe and avoid major disruptions to our business. This was only possible thanks to the care and professionalism of our more than 2,700 employees across North America who have been committed to keeping each other safe while supplying tissue products to our customers.

Strong demand across all our consumer product categories combined with operational excellence translated into record-high Adjusted EBITDA, despite the fact that Away-from-Home remained under pressure from the impact of COVID-19. In fact, in spite of its protocols and challenges, we were able to start up our TAD Sherbrooke facility on time and on budget.

Throughout the year, our ability to supply customers in times of high and volatile demand was clearly enhanced by the benefits of our OpEx Program. Along with continued investments in innovation and our brands, these resulted in strong market share gains over 2019.

RECORD 2020 RESULTS

We started the year with good business momentum that was further accentuated by COVID-19 demand, leading to strong demand across all consumer product categories. Together, these factors translated into record-high Adjusted EBITDA.

Excluding the divested Mexico business, revenues increased by 11.7% year-over-year to \$1.5 billion. Adjusted EBITDA was up 36.4% to \$197.8 million. In light of all our reinvestments in our business, we are quite happy with these results.

TAD SHERBROOKE

To deliver the TAD Sherbrooke facility on time and on budget, our team did an amazing job and we thank them for their hard work and success. With a total budget of \$575 million, this is by far the largest project in our history. At maturity, the TAD tissue machine will increase our annual output by approximately 70,000 metric tonnes for the North American market. This new capacity will allow us to increase our presence in the premium tissue segment. One of the first products to be commercialized is our new SpongeTowels Ultra Pro™, which is now on shelves at most retailers in Canada.

SHERBROOKE EXPANSION PROJECT

To further support our long-term growth strategy, we announced a \$240 million investment in Sherbrooke. It calls for the addition of a bathroom tissue converting line at the existing Sherbrooke facility as well as the construction of a new facility to house a Light Dry Crepe ("LDC") tissue machine and a facial tissue converting line.

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To further support our long-term growth strategy, we announced a \$240 million investment in Sherbrooke.

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Construction will start in the summer of 2022 with the LDC machine expected to be up and running in 2024. The bathroom and facial tissue lines will be commissioned in 2022 and 2023 respectively. At maturity, the annual tissue output will exceed 30,000 metric tonnes. With this new investment, Sherbrooke will become a major tissue production hub that will work with our existing facilities to reach our North American markets.

AWAY-FROM-HOME

Given the various regional COVID-19 restrictions, the Away-from-Home segment in end-user markets such as Foodservice, Lodging and Property Management remained challenging. In fact, industry volumes have progressively recovered from declines of 40% to 50% recorded in the second quarter of 2020 but still remain well below the previous years' levels. The benefits of our OpEx Program have resulted in significant progress over the past two years and our operations are now performing well. Our AFH operations network is "recovery ready" as we anticipate that the upcoming quarters will bring growth tied to end-market recovery.

OPEX PROGRAM

We completed the initial 2-year phase of our OpEx Program ahead of our annual cost-saving targets. The program also made it possible to drive more capacity and asset reliability. This program was instrumental in helping us to more effectively address strong market demand and volatility caused by the pandemic. Moving into 2021, the program will be expanded to other assets and focus on waste reduction. Among its longer-term benefits and most important aspects, it fosters a cultural shift with a higher level of employee engagement and empowerment driving operational excellence.

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The OpEx Program was instrumental in helping us to more effectively address strong market demand and volatility caused by the pandemic.

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TRADEMARKS

We continue to focus on investing to build our brands and, since late 2019, we have delivered strong market share growth. During the pandemic, we increased our marketing investment, changed our marketing tactics and refined our consumer messaging to be more relevant to consumers while giving back to those in need. Our Unapologetically Human media campaign employing purpose-driven messaging was a bold move and a huge success with consumers from coast-to-coast. Marking a strong departure from typical and traditional tissue campaigns, it addressed English, French, South Asian and Chinese consumers. In fact, we are strong believers in the power of multicultural marketing, which allows our brands to better resonate emotionally with evolving Canadian-consumer demographics.

The success of these marketing efforts is reflected in the performance of our Cashmere and Purex brands, which are established leaders in the bathroom tissue market, closing 2020 with a combined share of 36.9% and posting further gains in Q1 2021 with 37.1%. We achieved similar growth in the facial tissue segment with a share of 33% in Q1 2021 compared to 30.9% for the corresponding quarter last year. In addition, we've made appreciable gains in the paper towel category, where our share grew from 20.5% Q1 2020 to 22.2% in Q1 2021. We are quite excited about our growth prospects for 2021 and beyond in this category.

REIMAGINE 2030

In 2010, we launched our initial five-year sustainable development program, followed by a second five-year plan, which culminated in 2020. We delivered on the four ambitious objectives we had set for ourselves: reducing energy consumption, water consumption and

greenhouse gas emissions as well as improving employee health and safety. Recently, we announced the launch of our Reimagine 2030 sustainability platform. This program sets ambitious long-term goals that will make Kruger Products a leader in sustainability and transform our culture as we focus on being better environmental stewards in everything we do.

OUTLOOK

Our plan, which is to build a strong future, requires continuous reinvestments in our brands and business along with various initiatives to drive consumer growth. To this end, we have made exceeding consumer and retailer needs with quality products our top priority. We expect that, in the very near term, continued volatility in the COVID-19 recovery will impact sales in the Away-from-Home and Consumer segments. Price actions taken in both segments to offset high pulp prices will gain traction in upcoming months and translate into improved performance in the second half of 2021.

WORDS OF THANKS

I wish to thank all of our outstanding employees for their steadfast dedication during these challenging times. Since the onset of the pandemic, their daily efforts have allowed Kruger Products to ensure that consumers enjoy a reliable supply of much-needed quality tissue. Our success is driven by the efforts of all the employees to make us a better company, to each and everyone one of them, I extend my heartfelt gratitude!

I wish to express my thanks as well to members of our Board for their invaluable advice and guidance, and to our consumers, customers and suppliers for making us their company of choice. In closing, I believe that the initiatives we are undertaking will make us a better company and ensure stronger sustained shareholder returns. Thank you for your support.



Dino Bianco
Chief Executive Officer
KP Tissue Inc. and Kruger Products L.P.

OUR NETWORK

Kruger Products has the largest combined annual capacity for the production of bathroom tissue, paper towels, facial tissue and napkins in Canada, accounting for approximately 345,000 metric tonnes or approximately 38%⁽¹⁾ of the country's current production.

In North America, the Company operates nine FSC® COC-certified (FSC® C-104904) production facilities with a total annual production capacity of 455,000 metric tonnes. Canadian and U.S. plants are strategically located in close proximity to its customers and logistics providers, allowing it to maintain operational flexibility and lower overall distribution costs.



1 PAPERMAKING & CONVERTING NEW WESTMINSTER, BC

Produce more than
66,000 MT
of tissue products every year

5 PAPERMAKING & CONVERTING TAD SHERBROOKE, QC

Production capacity to reach
70,000 MT
of tissue products every year once fully operational

2 PAPERMAKING & CONVERTING GATINEAU, QC*

Produce more than
94,000 MT
of tissue products every year

6 CORPORATE HEADQUARTER MISSISSAUGA, ON

7 CONVERTING SCARBOROUGH, ON

8 CONVERTING TRENTON, ON

3 DEINKING, PULPING, PAPERMAKING & CONVERTING CRABTREE, QC

Produce more than
91,000 MT
of tissue products every year

9 PAPERMAKING & CONVERTING MEMPHIS, TENNESSEE

Produce more than
110,000 MT
of tissue products every year

4 PAPERMAKING SHERBROOKE, QC

Produce more than
24,000 MT
of tissue products every year

⁽¹⁾ Based on RISI data.

* The Laurier facility (papermaking) and the Richelieu facility (converting)



TAD SHERBROOKE – COMPLETED ON TIME AND ON BUDGET

In May 2019, Kruger Products started construction on the TAD Sherbrooke facility housing a through-air-dry (TAD) tissue machine, incorporating the world's most advanced ultra-premium tissue manufacturing technology. Despite the challenges created by COVID-19, we were able to start up the facility on time and within the \$575 million budget.



At this time, our converting lines and paper machine are tracking ahead of our projected ramp-up curves. After incurring start-up costs in the second half of 2020, TAD Sherbrooke posted a modest positive contribution in the first quarter of 2021.

At maturity, the TAD tissue machine will increase our annual output by approximately 70,000 MT of bathroom tissue and paper towels for the North American market. This new tissue capacity will allow us to increase our presence in the premium tissue segment.

SHERBROOKE EXPANSION PROJECT



Over the next three years, \$240 million will be invested to expand the Sherbrooke operation with new production lines as well as build a new tissue manufacturing facility. Construction is expected to start in the summer of 2022.

As part of this \$240 million investment, the Company plans to add a bathroom tissue converting line to the existing Sherbrooke plant, as well as build a new facility that will house a Light Dry Crepe (“LDC”) tissue machine and a facial tissue converting line. At maturity, the LDC machine is expected to increase overall annual output by at least 30,000 MT.

Looking to the long term, we continue to make the investments needed to modernize our North American network, increase capacity and benefit from greater product flexibility in both conventional and premium products. As part of this strategy, plans also call for adding a state-of-the-art facial tissue line at our Memphis facility in 2022.



ANOTHER YEAR OF EXCELLENCE AND RECOGNITION

We strive to lead by example and continuously seek to elevate our status as a model corporate citizen. An important priority to us, it is driven by and for our employees, customers, suppliers, the community, the environment and our shareholders. Indeed, we share with our employees the honours and awards that recognize and celebrate their hard work and commitment.



Corporate Knights' Best 50 Corporate Citizens
in Canada for 3rd consecutive year



Canada's Best Managed Companies
for 3rd consecutive year



Forbes Canada's Best Employers
for 4th consecutive year



Greater Toronto Area Top Employer
for 8th consecutive year

SUSTAINABILITY: HOW FAR WE'VE COME

Our sustainable development journey started more than a decade ago with the launch of our first program - Sustainability 2015 - which focused on reducing our environmental footprint. Kruger Products pursued its commitment through its next five-year program — Sustainability 2020 - with greater emphasis on four key areas: employee safety, energy consumption, greenhouse gas emissions, and water consumption.

In the process, the Company learned many lessons, shared knowledge, and made significant tangible headway over the years. Our initiatives over the past five years allowed us to fully meet or exceed our targets for employee safety, energy, and water consumption, while making significant progress with regards to the greenhouse gas-emission target outlined in our Sustainability 2020 program.

OUR SUSTAINABILITY 2020 RESULTS

26% REDUCTION IN SCOPE 1
GHG EMISSIONS ⁽¹⁾

15% REDUCTION IN OUR ENERGY
CONSUMPTION ⁽¹⁾

37% REDUCTION IN OUR WATER
CONSUMPTION ⁽¹⁾

58% IMPROVEMENT IN EMPLOYEE
HEALTH & SAFETY ⁽²⁾

100% THIRD-PARTY CERTIFIED
FIBRE

250+ THIRD-PARTY CERTIFIED
PRODUCTS

1st CANADIAN TISSUE MANUFACTURER TO EARN
FSC® CERTIFICATION (2011)

1st BIOMASS GASIFICATION SYSTEM IN CANADIAN PULP
AND PAPER INDUSTRY

1st ISO50001 ENERGY MANAGEMENT CERTIFICATION FROM
THE BUREAU DE NORMALISATION DU QUEBEC

⁽¹⁾ Intensity-based since 2009 Benchmark

⁽²⁾ OSHA Total incidence Rate since 2015 Benchmark



REIMAGINE 2030: THE NEXT 10 YEARS

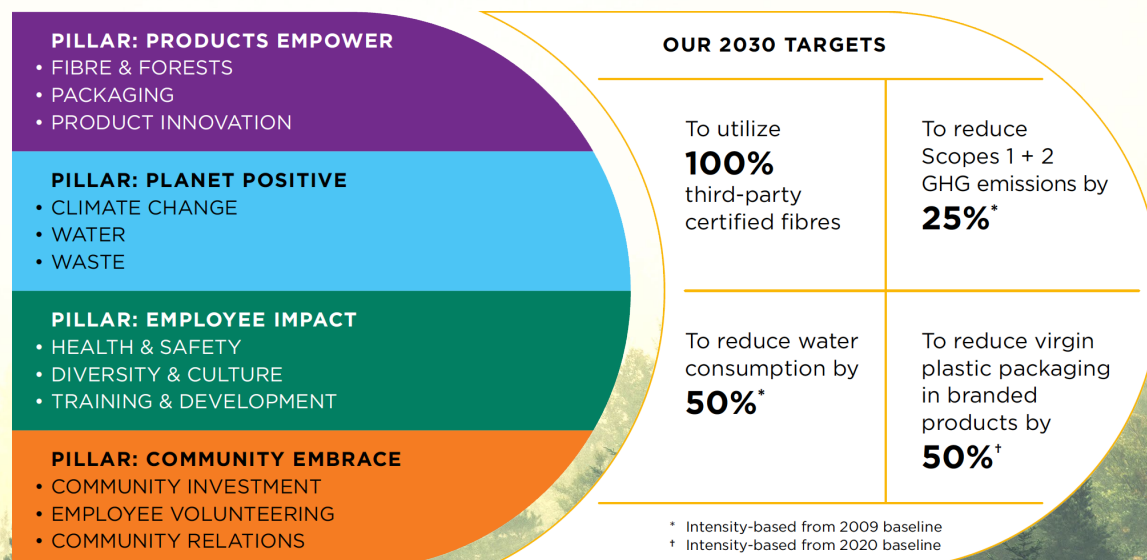
As our Sustainability 2020 program came to an end, we looked back on the accomplishments of our sustainable development journey with great pride. We then turned our attention to where we want to be in 10 years, and where we hope the world can be. This thought process was the inspiration behind Reimagine 2030, a decade of transformative growth and sustainable innovation.



Our legacy of progress is important, but we recognize that we need to go farther, do better and have an even greater impact. The program's long-term horizon will enable us to set our ambitions higher and undertake the investments needed to succeed. Our strategy centres on newly defined sustainability pillars for our Company – **products, planet, people, and communities** – and a broadened set of material issues covering our most significant environmental and social impacts. We have created new quantitative targets and qualitative objectives, and one of them is to reduce virgin plastic in trademark packaging by 50%.

Reimagine 2030 not only involves the physical and emotional wellbeing of every employee in our workforce but extends beyond our walls. Through Reimagine 2030, Kruger Products will continue to enable its communities to grow and lead healthy lives so they can join the Company on the road to a healthier future.

For more information on sustainability, please visit our website at www.krugerproducts.ca/sustainability





KP TISSUE INC. AND KRUGER PRODUCTS L.P.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF RESULTS OF OPERATIONS AND FINANCIAL POSITION**

FOR THE FOURTH QUARTER AND FISCAL YEAR ENDED DECEMBER 31, 2020

DATED MARCH 10, 2021

TABLE OF CONTENTS

Cautionary Forward Looking Statement	1
Overview	2
Business Highlights.....	5
Results of Operations	7
Segment Information	10
Liquidity and Capital Resources	11
Financial Instruments and Other Instruments	22
Transactions with Related Parties	23
Off Balance Sheet Arrangements and Contractual Obligations.....	24
Critical Accounting Estimates	24
Accounting Changes and Future Accounting Standards	27
Selected Annual Financial Information	28
Selected Quarterly Financial Information	29
Share Information	32
Risk Factors.....	32
Controls and Procedures.....	32
Additional Information	33

The following Management's Discussion and Analysis (MD&A) dated March 10, 2021 for KP Tissue Inc. (KPT) and Kruger Products L.P. (KPLP) is intended to assist the readers in understanding the business environment, strategies, performance and risk factors relating to KPT and KPLP. It should be read in conjunction with the financial statements of KPT for the years ended December 31, 2020 and December 31, 2019, respectively, and the consolidated financial statements of KPLP for the years ended December 31, 2020 (Fiscal 2020) and December 31, 2019 (Fiscal 2019), respectively.

About KP Tissue Inc.

KPT was created to acquire, and its business is limited to holding, a limited partnership interest in KPLP, which is accounted for as an investment in an associate using the equity method of accounting. KPT currently holds a 14.7% interest in KPLP (14.7% as of December 31, 2020). The following MD&A provides discussion and analysis related to KPT to the extent necessary to understand the equity method of accounting. However, the majority of the discussion and analysis relates to KPLP and to KPT's investment in KPLP.

CAUTIONARY FORWARD LOOKING STATEMENT

Certain statements in this MD&A about KPT's and KPLP's current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, statements regarding the projected capacity of the TAD Sherbrooke Project (as defined below) and the Sherbrooke Expansion Project (as defined below), the anticipated benefits of the TAD Sherbrooke Project and the Sherbrooke Expansion Project and the expected dates for commencement of construction and production of the Sherbrooke Expansion Project; KPLP's expansion efforts in U.S. premium private label; and KPLP's future business strategy. The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. The forward-looking statements are based on certain key expectations and assumptions made by KPT or KPLP. Although KPT and KPLP believe that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking statements since no assurance can be given that such expectations and assumptions will prove to be correct.

Many factors could cause KPLP's actual results, level of activity, performance or achievements or future events or developments (which could in turn affect the economic benefits derived from KPT's economic interest in KPLP) to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors, which are discussed in greater detail in the "Risk Factors – Risks Related to KPLP's Business" section of the KPT Annual Information Form dated March 11, 2021 available on SEDAR at www.sedar.com (the Annual Information Form): Kruger Inc.'s influence over KPLP; KPLP's reliance on Kruger Inc.; consequences of an event of insolvency relating to Kruger Inc.; risks associated with the TAD Sherbrooke Project; operational risks; significant increases in input costs; reduction in supply of fibre; increased pricing pressure and intense competition; KPLP's inability to innovate effectively; adverse economic conditions; dependence on key retail trade customers; damage to the reputation of KPLP or KPLP's brands; KPLP's sales being less than anticipated; KPLP's failure to implement its business and operating strategies; KPLP's obligation to make regular capital expenditures; KPLP's entering into unsuccessful acquisitions; KPLP's dependence on key personnel; KPLP's inability to retain its existing customers or obtain new customers; KPLP's loss of key suppliers; KPLP's failure to adequately protect its intellectual property rights; KPLP's reliance on third party intellectual property licenses; adverse litigation and other claims affecting KPLP; material expenditures due to comprehensive environmental regulation affecting KPLP's cash flow; KPLP's pension obligations are significant and can be materially higher than predicted if KPLP Management's underlying assumptions are incorrect; labour disputes adversely affecting KPLP's cost structure and KPLP's ability to run its plants; exchange rate and U.S. competitors; KPLP's inability to service all of its indebtedness; exposure to potential consumer product liability; covenant compliance; interest rate and refinancing risk; information technology; cyber-security; insurance; internal controls; trade related; and risk related to COVID-19.

These factors are not intended to represent a complete list of the factors that could affect KPT and/or KPLP; however, these factors should be considered carefully, and readers should not place undue reliance on forward-looking statements made herein or in the documents reproduced herein. KPT and KPLP cannot guarantee future results, levels of activity, performance, or achievements. Moreover, KPT and KPLP do not assume responsibility for the accuracy and completeness of the forward-looking statements. KPT and/or KPLP's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that

any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that KPT and/or KPLP will derive therefrom.

To the extent any forward-looking information in this MD&A constitutes future-oriented financial information or financial outlooks within the meaning of securities laws, such information is being provided to demonstrate the potential benefits and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information and financial outlooks, including expected cost-savings related to the restructuring activities, refinancing, and the installation of TAD Sherbrooke (as defined below), are, without limitation, based on the assumptions and subject to the risks set out above.

The forward-looking information contained herein is made as of the date of this MD&A and KPT and KPLP disclaim any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, unless required by applicable law.

OVERVIEW

Business Overview

KPLP is Canada's leading tissue products supplier by overall dollar and volume market share. It produces, distributes, markets and sells a wide range of disposable tissue products, including bathroom tissue, facial tissue, paper towels and napkins, for both the Consumer and the Away-From-Home (AFH) markets (in each case, as defined below). While its principal focus is on the Canadian consumer-branded tissue products market, KPLP is also a leader in the Canadian AFH market and has a considerable presence in the U.S. private label tissue market. The Consumer segment consists of well recognized brands such as *Cashmere*, *Purex*, *Scotties* and *SpongeTowels* in Canada and *White Cloud* in the United States.

KPLP is headquartered in Mississauga, Ontario and has approximately 2,700 employees across Canada and the United States. KPLP's Canadian paper manufacturing facilities, consisting of four tissue plants in Québec (including the new Sherbrooke plant) and one plant in British Columbia, have a combined annual tissue production capacity of approximately 345,000 metric tonnes which, according to RISI data, represents approximately 38% of Canada's annual production capacity. Construction of the new Sherbrooke plant has been completed with production commencing on the converting lines in Q3 and Q4 2020. The new Through-Air-Dried (TAD) paper machine was successfully started up at the end of January 2021. The project was completed on time and on budget. Refer to Business Highlights, TAD Sherbrooke Project for additional details.

KPLP's U.S. manufacturing facility, held in its wholly owned subsidiary K.T.G. (USA) Inc. (KTG), located in Memphis, Tennessee consists of two paper machines with an aggregate annual capacity of 55,000 metric tonnes, and one adjacent TAD tissue machine (Memphis TAD Machine) with an aggregate annual capacity of 55,000 metric tonnes.

Pursuant to its Articles, KPT's business is limited to (i) the investment in, holding of and disposition of limited partnership interests, units, shares or other securities of KPLP and its general partner, KPGP Inc. (KPGP) (or any successor entity of either KPLP or KPGP), (ii) the acquisition of, holding, operation and disposition of any assets, liabilities, operations or business of such entities, and (iii) all activities related, incidental or ancillary to any of the foregoing. As of the date of the MD&A and following participation by the partners in the Dividend Reinvestment Plan (DRIP) on January 15, 2021, KPT held 14.7% of the KPLP Partnership Units (KPLP Units).

Basis of Presentation

The consolidated financial statements of KPLP presented for Fiscal 2020 and Fiscal 2019 and the financial statements of KPT presented for the years ended December 31, 2020 and 2019, respectively, have each been prepared in accordance with IFRS (International Financial Reporting Standards).

Accounting Periods

This MD&A includes financial information for the 3-month periods ended December 31, 2020 (Q4 2020) and December 31, 2019 (Q4 2019), respectively, and Fiscal 2020 and Fiscal 2019.

Financial Measures and Key Indicators

This MD&A refers to “Adjusted EBITDA”, a measure which does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similarly titled measures presented by other companies.

“Adjusted EBITDA” is calculated by KPLP as net income (loss) before (i) interest expense, (ii) income taxes, (iii) depreciation, (iv) amortization, (v) impairment (gain on sale) of non-financial assets, (vi) loss (gain) on disposal of property, plant and equipment, (vii) foreign exchange loss (gain), (viii) costs related to restructuring activities, (ix) changes in amortized cost of Partnership units liability, (x) change in fair value of derivatives, (xi) consulting costs related to operational transformation initiatives, (xii) corporate development related costs and (xiii) loss (gain) on sale of shares. We use “Adjusted EBITDA” to evaluate the performance of our business as it reflects its ongoing profitability. This MD&A contains a reconciliation of Adjusted EBITDA to net income, the most comparable IFRS measure, on page 7.

Outlook

KPLP is committed to building its consumer brands and developing innovative products for its retail and commercial customers. KPLP’s strategy is to maintain its leadership position in the Canadian market. Though the Canadian tissue market is expected to remain competitive, KPLP believes that its brands and products are well positioned for continued growth. KPLP will aim to sustain its consumer and AFH leadership position in the Canadian tissue industry by driving marketing and sales excellence, extending product lines, continuing to leverage product development and manufacturing technology to drive product superiority and cost savings, and emphasizing manufacturing quality and efficiency.

KPLP also expects to continue to grow by leveraging its TAD product capabilities in Canada and the United States (refer to Business Highlights, TAD Sherbrooke Project for additional details) and focusing on the high-end private label business in the U.S. market. KPLP’s U.S. strategy also includes the expansion of the White Cloud brand to additional U.S. retailers.

COVID-19

In March 2020, the World Health Organization characterized the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, as a global pandemic. This has resulted in local governments enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses in the United States of America and Canada resulting in an economic slowdown. Equity markets have experienced significant volatility and weakness and the local governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. There is significant uncertainty as to the likely effects of this outbreak. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments to quantify the impact this pandemic may have on the financial results and condition of KPLP in future periods.

Our priorities during the COVID-19 pandemic continue to be to protect the health and safety of its employees, while increasing the availability of its products, which are essential to consumers each and every day. We are leveraging our employees’ talents and our resources to help society meet and overcome the current challenges from this pandemic. Since we sell products that help consumers with their daily hygiene and cleaning needs, the COVID-19 pandemic has not had a negative impact on our results. In fact, during Fiscal 2020, we experienced a significant increase in demand and consumption in our Consumer Segment caused in part by changing consumer habits and pantry loading, resulting in increased net sales. In the future, the pandemic may cause reduced demand for our products if it results in a global economic recession. It could also lead to volatility in consumer access to our products due to government actions impacting our ability to produce and ship products or impacting consumers’ movements and access to our products. We believe that over the long term there will continue to be strong demand for our products. However, the timing and extent of demand recovery in our North American markets, the timing and impact of potential consumer pantry destocking in North American markets, and product demand trends caused by future economic trends are unclear. Accordingly, there may be heightened volatility in net sales and resulting earnings during and subsequent to the duration of the pandemic. Our retail customers are also being impacted by the pandemic. Their success in addressing the issues and maintaining their operations could impact consumer access to, and as a result, sales of our products.

Our ability to continue to operate without any significant negative impacts will in part depend on our ability to protect our employees and our supply chain. We have endeavoured to follow recommended actions of government and health authorities to protect our employees, with particular measures in place for those working in our plants and distribution facilities. We have also worked closely with local and national officials to keep our manufacturing facilities open due to the essential nature of our products.

For Fiscal 2020, the pandemic has not materially impacted our operations or demand for our products and, as a result, has also not negatively impacted the Company's liquidity position. We continue to generate operating cash flows to meet our short-term liquidity needs. However, uncertainty resulting from the pandemic could result in an unforeseen disruption to our supply chain (for example a closure of a key manufacturing or distribution facility or the inability of a key supplier or transportation supplier to source and transport materials) that could impact our operations.

Factors Affecting the Results of Operations

Revenue

KPLP generates revenue on the sale of branded, private label and AFH tissue products in Canada and the United States. Revenue is reported on a net basis, after deducting rebates and allowances. KPLP's revenue is impacted by advertising, discounts and promotions, merchandising, packaging, the availability of shelf and display space at retail customers, the timing of new product launches and line extensions and competitive pricing, all of which have a significant impact on consumer buying decisions. Continued growth of our revenue will depend substantially on the continued strength of our brands, retail support and our ability to effectively maintain sufficient product supply to meet customer demand.

KPLP has two reportable business segments: (i) consumer products sold through traditional retail channels such as grocery stores, mass merchandisers, club stores, drug stores and convenience stores (Consumer) and (ii) AFH. The Consumer segment includes sales of branded tissue products such as *Cashmere*, *Purex*, *Scotties*, *SpongeTowels*, and *White Cloud*. AFH sells commercial tissue products primarily through distributors to businesses involved in property management, health care, food service, manufacturing and lodging, and to other public facilities. Certain overhead costs of KPLP, timing adjustments for certain manufacturing costs included in inventory not allocated to the Consumer and AFH segments and start-up costs related to the TAD Sherbrooke Project are reported as Corporate and other costs.

KPLP's current sales focus includes all regions of Canada and the United States. KPLP is partially exposed to fluctuations in the U.S. dollar against the Canadian dollar, as sales made to U.S. customers are made in U.S. dollars. To manage this foreign exchange risk, KPLP has historically entered into foreign exchange swaps and foreign exchange forwards and may continue to do so going forward.

Cost of Sales

Cost of sales includes fixed and variable costs to manufacture KPLP's products, freight, and warehousing and handling costs. Input costs associated with the manufacturing of tissue paper are primarily variable. Fiber, labour, and energy costs are the largest components, representing 50% to 80% of total cost of sales, depending on the type of fibre and paper making technology being used. Pulp is a world-wide commodity. Though underlying pulp costs can fluctuate based on worldwide shifts in supply/demand, there has historically been an ability to pass along fluctuations to end customers and consumers. However, the ability to pass through the full amount of pulp cost increases may be affected by the competitive market situation at the time of the fluctuation. KPLP has historically entered into fibre commodity contracts to reduce exposure to fluctuations in this key input cost, and may continue to do so going forward. KPLP has historically targeted commodity contracts to cover 85% of total fibre purchases. KPLP is exposed to fluctuations in the U.S. dollar against the Canadian dollar on production inputs, U.S. dollar denominated debt and other operating costs denominated in U.S. dollars. To manage this foreign exchange risk, KPLP has historically entered into foreign exchange swaps and foreign exchange forwards and may continue to do so going forward. Fixed costs at the plants include plant maintenance, overhead, insurance, property taxes, information technology, as well as depreciation and amortization (substantially all depreciation and amortization is included in Cost of sales).

Freight and handling costs vary based on sales volume, the geographical mix of the product shipped, and the cost of fuel used by freight carriers. Freight costs can also be subject to fluctuations based on North American shifts in supply and

demand. Freight rates and availability of transportation assets are currently being impacted by high demand and lack of supply.

Selling, General and Administrative Expenses

KPLP's selling, general and administrative expenses include marketing, selling, general and administrative costs, which include a very small portion of the overall depreciation and amortization.

Selling costs include the costs related to sales including selling expenses, commissions and other related costs. Marketing costs include the costs related to marketing activities including advertising and promotion and market research. General and administrative expenses consist of costs related to operations oversight, logistics and customer service, finance, information technology, product development, legal, human resources, executive administration and other corporate expenses. It also includes foreign exchange gains and losses realized during the period.

Interest Expense

Interest expense is derived from the financing activities of KPLP. KPLP is a borrower under certain credit facilities, each of which is described under "Liquidity and Capital Resources" below. KPLP also records amortization related to deferred financing fees, interest expense on lease liabilities and interest costs related to pensions and post-retirement benefits in interest expense.

Other Income (Expense)

Other income (expense) includes foreign exchange gains and losses related to U.S. dollar denominated debt, the change in amortized cost of Partnership units liability, the change in fair value of derivatives, gains and losses on the sale of shares and other items deemed to be non-operational in nature.

Income Taxes

KPLP is not a tax paying entity. The income (loss) from KPLP flowed to the partners, Kruger Inc., KPGP and KPT for Fiscal 2020 and Fiscal 2019. The income taxes recorded in the consolidated financial statements of KPLP relate to the income taxes for its incorporated subsidiaries in the U.S., Canada, Luxembourg and Mexico.

BUSINESS HIGHLIGHTS

TAD Sherbrooke Project

On August 16, 2018, KPLP announced its plan for a capital investment of \$575 million in the Brompton area of Sherbrooke, Quebec, to build a new, state-of-the-art tissue plant featuring Canada's largest and most modern Through-Air-Dried (TAD) paper machine along with related converting equipment and infrastructure (the TAD Sherbrooke Project). The TAD Sherbrooke Project is forecasted to produce at maturity approximately 70,000 metric tonnes per annum of bathroom tissue and paper towels, which will enable KPLP to increase its offering of ultra-premium and innovative tissue projects under the *Cashmere*, *Sponge Towels* and *Purex* brands and also enable expansion in the U.S. private label business. Construction of the new Sherbrooke plant has been completed with production commencing on the converting lines in Q3 and Q4 2020. The new TAD paper machine successfully started up at the end of January 2021. The project was completed on time and on budget. As of December 31, 2020, a total of \$497.3 million had been spent on the TAD Sherbrooke Project, financed by a \$125 million equity investment by KPLP into Kruger Products Sherbrooke Inc. (KPSI), the entity that constructed and operates the project, a \$105 million convertible debenture issued to Investissement Quebec (IQ) and amounts drawn on the TAD Sherbrooke Project Facility, as follows:

- (i) US\$144.9 million on the US\$188 million term loan facility (December 31, 2019 – US\$10.3 million);
- (ii) \$85.5 million on the \$111 million term loan facility (December 31, 2019 – \$6.1 million); and
- (iii) nil on the \$12.5 million revolving loan facility (December 31, 2019 – \$7.0 million)

Project work was temporarily suspended on March 23, 2020 in response to emergency measures enacted by the province of Quebec in response to the COVID-19 pandemic and restarted during the week of April 20, 2020. The COVID-19 outbreak could result in further delays and cost overruns to the project in future periods.

In response to the uncertainty resulting from the COVID-19 pandemic, certain terms of the AgCredit Agreement were amended to provide greater flexibility related to the TAD Sherbrooke Project. On April 20, 2020, KPLP entered into the first amendment to the AgCredit agreement (the First Amendment to the AgCredit Agreement), with an effective date of March 23, 2020.

Sherbrooke Expansion Project

On February 26, 2021, KPLP announced a further investment of \$240 million to expand the Sherbrooke operation with new production lines as well as the construction of a new tissue manufacturing facility (the Sherbrooke Expansion Project) over the next three years. This investment is part of KPLP's broader focus on expanding its business and continuing to offer high quality tissue products to customers across North America. The investment is supported by the Government of Québec through IQ which is investing \$165 million in loans.

The additional capacity will allow KPLP to expand its product offering and is expected to enable it to grow its market share across its different categories, including bathroom tissue, paper towels and facial tissue for household and away-from-home use under such brands as Cashmere®, SpongeTowels®, Scotties® and Purex® in Canada, and White Cloud® in the U.S. As part of the \$240 million investment, KPLP plans to add a bathroom tissue converting line to the existing Sherbrooke TAD facility (the BT Line), as well as build a new facility that will house an LDC tissue machine (the LDC Machine) and a facial tissue converting line (the FT Line). At maturity, the LDC Machine is expected to increase KPLP's annual output by at least 30,000 metric tonnes. Construction of this new facility is anticipated to start in the summer of 2022 on a site adjacent to the Sherbrooke TAD facility. The BT Line and the FT Line are expected to be commissioned in 2022 and 2023 respectively, while the LDC Machine is expected to start up a year later, in 2024.

The \$240 million project is expected to be financed 100% with debt. IQ has agreed to invest \$165 million in the project as follows: (i) \$118 million, by way of a \$75 million convertible debenture and a \$43 million subordinated loan to Kruger Products SB Inc. (KPSB), a newly created wholly owned subsidiary of KPLP which will operate the LDC Machine and FT Line in the new facility, and (ii) \$47 million by way of a subordinated loan to KPSI, which operates the Sherbrooke TAD facility. The debenture and loans are expected to have a ten year term.

As part of the commitment of the IQ financing, KPLP will be required to make annual payments of \$5.8 million to Kruger Brompton L.P. (KBLP) over a 10 year period in exchange for access to shared infrastructure and services, the transfer of properties to complete the project and KBLP's facilitation of the capital and financing structure for the project. The remaining \$75 million required for the project is expected to be financed by a senior bank facility.

RESULTS OF OPERATIONS

Results of Operations of KPLP

(C\$ millions, unless otherwise noted)	\$ Change				
	Fiscal 2020	Fiscal 2019	Fiscal 2018	Fiscal 2020 vs. Fiscal 2019	Fiscal 2019 vs. Fiscal 2018
Statement of Operations Data:					
Revenue	1,516.0	1,434.1	1,370.4	81.9	63.7
Cost of sales	(1,264.4)	(1,257.0)	(1,228.1)	(7.4)	(28.9)
Selling, general and administrative expenses	(128.1)	(99.6)	(87.6)	(28.5)	(12.0)
Gain on sale of non-financial assets	-	-	0.2	-	(0.2)
Impairment charge	(8.9)	-	-	(8.9)	-
Restructuring costs, net	(1.3)	(1.9)	-	0.6	(1.9)
Operating income	113.3	75.6	54.9	37.7	20.7
Interest expense	(41.0)	(45.1)	(53.5)	4.1	8.4
Other income (expense)	(36.3)	(25.9)	40.8	(10.4)	(66.7)
Income before income taxes	36.0	4.6	42.2	31.4	(37.6)
Income taxes:					
Combined income tax rate after manufacturing and processing credits	(9.4)	(1.2)	(11.2)	(8.2)	10.0
Income tax in partners' hands	3.8	2.4	15.8	1.4	(13.4)
Other	(3.1)	(3.7)	(1.4)	0.6	(2.3)
Income taxes	(8.7)	(2.5)	3.2	(6.2)	(5.7)
Net income	27.3	2.1	45.4	25.2	(43.3)

(C\$ millions, unless otherwise noted)	Fiscal 2020	Fiscal 2019	Fiscal 2018	\$ Change	
				Fiscal 2020 vs. Fiscal 2019	Fiscal 2019 vs. Fiscal 2018
Reconciliation of Adjusted EBITDA to Net income:					
Net income	27.3	2.1	45.4	25.2	(43.3)
Interest expense	41.0	45.1	53.5	(4.1)	(8.4)
Income taxes	8.7	2.5	(3.2)	6.2	5.7
Depreciation and amortization	68.8	60.6	63.0	8.2	(2.4)
Foreign exchange (gain) loss	(10.3)	(2.0)	1.5	(8.3)	(3.5)
Change in amortized cost of Partnership units liability	47.0	27.0	(41.9)	20.0	68.9
Change in fair value of derivatives	(0.4)	0.4	(0.4)	(0.8)	0.8
Loss on sale of property, plant and equipment	0.9	-	0.6	0.9	(0.6)
Loss on sale of shares	-	0.6	-	(0.6)	0.6
Gain on sale of non-financial assets	-	-	(0.2)	-	0.2
Impairment charge	8.9	-	-	8.9	-
Restructuring costs, net	1.3	1.9	-	(0.6)	1.9
Consulting costs related to operational transformation initiatives	4.3	6.0	-	(1.7)	6.0
Corporate development related costs	0.3	0.8	-	(0.5)	0.8
Adjusted EBITDA	197.8	145.0	118.3	52.8	26.7

Results of Operations Fiscal 2020 compared to Fiscal 2019

Revenue

Revenue was \$1,516.0 million in Fiscal 2020 compared to \$1,434.1 million in Fiscal 2019, an increase of \$81.9 million or 5.7%. From a geographic perspective, revenue in Canada increased \$75.0 million or 8.9%, revenue in the U.S. increased \$83.8 million, or 16.2%, and there was no revenue from Mexico in Fiscal 2020 as a result of the share sale in 2019, compared to revenue of \$76.9 million in Fiscal 2019. Sales volume increased in the Consumer segment in Canada and the U.S. resulting primarily from COVID-19 buying activity and the favourable impact of foreign exchange fluctuations on U.S. sales (USD average 1.34 in Fiscal 2020 compared to 1.33 in Fiscal 2019). These increases were partially offset by lower sales volume in the AFH segment resulting from the negative impact from COVID-19, and Consumer U.S. selling prices, contractually tied to U.S pulp prices, moderating lower.

Cost of Sales

Cost of sales was \$1,264.4 million in Fiscal 2020 compared to \$1,257.0 million in Fiscal 2019, an increase of \$7.4 million or 0.6%. There was no cost of sales relating to the Mexico business in Fiscal 2020 compared to \$74.8 million in Fiscal 2019. The cost of sales increase was primarily due to higher sales volume, additional manufacturing overhead costs in part due to precautions taken in our manufacturing facilities as a result of COVID-19 and a one-time hourly workforce bonus, start-up costs related to the TAD Sherbrooke Project of \$8.0 million, inflation, and the unfavourable impact of foreign exchange fluctuations (USD average 1.34 in Fiscal 2020 compared to 1.33 in Fiscal 2019). These increases were partially offset by lower pulp costs, the operational transformation initiatives ("OpEx program"), and the COVID-19 transition to a reduced sku production environment that improved production efficiency. Freight costs increased due to increased rates resulting from the complexity associated with shipping higher volumes in the current environment and warehousing costs also increased compared to Fiscal 2019 primarily due to increased handling costs to manage the higher volume. As a percentage of revenue, cost of sales was 83.4% in Fiscal 2020 compared to 87.6% in Fiscal 2019.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses were \$128.1 million in Fiscal 2020 compared to \$99.6 million in Fiscal 2019, an increase of \$28.5 million or 28.6%. The increase was primarily due to higher compensation and personnel related costs compared to Fiscal 2019, investment in marketing to support the brands, higher selling expenses due to increased sales volume, and increased spending on Information Technology. As a percentage of revenue, SG&A expenses were 8.4% in Fiscal 2020 compared to 6.9% in Fiscal 2019.

Adjusted EBITDA

Adjusted EBITDA was \$197.8 million in Fiscal 2020 compared to \$145.0 million in Fiscal 2019, an increase of \$52.8 million or 36.4%. The increase was primarily due to the favourable sales volume and mix impact and lower pulp prices, partially offset by higher cost of sales items as described above and higher SG&A costs.

Impairment Charges

Impairment charges were \$8.9 million in Fiscal 2020, resulting from the impairment of goodwill associated with the AFH business segment. Refer to Critical Accounting Estimates – Impairment Tests for additional details.

Interest Expense

Interest expense was \$41.0 million in Fiscal 2020 compared to \$45.1 million in Fiscal 2019, a decrease of \$4.1 million. The decrease was primarily due to lower debt levels (excluding debt related to TAD Sherbrooke) and lower interest rates, partially offset by the unfavourable impact of foreign exchange.

Other Expense

Other expense was \$36.3 million in Fiscal 2020 compared to \$25.9 million in Fiscal 2019. Other expense in Fiscal 2020 was primarily related to a loss resulting from the change in amortized cost of Partnership units liability of \$47.0 million (Fiscal 2019 – \$27.0 million) (refer to Critical Accounting Estimates – Partnership Units Liability for additional details), partially offset by a foreign exchange gain on USD denominated debt of \$10.3 million (Fiscal 2019 – \$2.0 million) and a gain on change in fair value of derivatives of \$0.4 million (Fiscal 2019 – loss of \$0.4 million). Other expense in Fiscal 2019 included a loss on sale of shares of \$0.6 million resulting from the sale of shares in GTM on September 20, 2019.

Income Taxes

An income tax expense of \$8.7 million was recorded in Fiscal 2020 compared to \$2.5 million in Fiscal 2019. KPLP is not directly taxable on its Canadian business. The income tax expense resulted primarily from operating income related to the U.S. entities. Income tax in partner's hands was a recovery of \$3.8 million in Fiscal 2020 compared to \$2.4 million in Fiscal 2019.

Net Income

Net income was \$27.3 million in Fiscal 2020 compared to \$2.1 million in Fiscal 2019, an increase of \$25.2 million. The increase was primarily due to higher Adjusted EBITDA of \$52.8 million as discussed above and lower interest expense of \$4.1 million, partially offset by higher other expense of \$10.4 million and an impairment charge of \$8.9 million, higher depreciation and amortization of \$8.2 million and higher income tax expense of \$6.2 million.

Results of Operations of KPT

(C\$ millions, unless otherwise noted)	Fiscal	Fiscal
	2020	2019
Statement of Operations Data:		
Share of income	4.1	0.3
Depreciation of fair value increments	(5.5)	(5.7)
Equity loss	(1.4)	(5.4)
Dilution gain	0.6	0.6
Loss before income taxes	(0.8)	(4.8)
Income taxes:		
Current tax expense	(2.6)	(1.0)
Deferred tax (expense) recovery	1.4	(0.7)
Income taxes	(1.2)	(1.7)
Net loss	(2.0)	(6.5)
Basic loss per share (dollars)	(0.20)	(0.68)

The financial information presented above is based on KPT's interest in KPLP for Fiscal 2020 and Fiscal 2019. The share of income relates to KPT's share of income of KPLP. Refer to Results of Operations of KPLP above for an explanation of the results. The depreciation of fair value increments relates to adjustments to the carrying amount of certain assets of KPLP on its acquisition by KPT. Refer to note 4 in KPT's financial statements for additional details.

The current income tax expense is based on KPT's share of the taxable income (loss) of KPLP for the same periods. The deferred tax expense is a result of changes in the temporary differences of KPLP's assets and liabilities since acquisition and the difference between the accounting and tax basis for KPT's investment in KPLP. Refer to note 5 in KPT's financial statements for additional details.

Pursuant to the Tax Distribution as defined in the Partnership Agreement, on February 28, 2020, KPLP declared a Tax Distribution of \$5.1 million, of which \$0.1 million was used to settle the outstanding advance to KPT as of December 31, 2019.

During Fiscal 2020, pursuant to the Tax Distribution as defined in the Partnership Agreement, KPLP made advances to its partners of \$5.6 million, of which \$0.9 million was used to pay the monthly tax instalment on behalf of KPT and the remaining was advanced to Kruger Inc. and KPGP. The advances are non-interest bearing and non-recourse in nature and were partially offset against the Tax Distribution of \$2.6 million declared and paid by KPLP on February 26, 2021.

SEGMENT INFORMATION

Segment Operating Income

Segment operating income is the earnings (loss) for each such segment before (i) interest expense, (ii) income taxes, (iii) depreciation, (iv) amortization, (v) impairment (gain on sale) of non-financial assets, (vi) loss (gain) on disposal of property, plant and equipment, (vii) foreign exchange loss (gain), (viii) costs related to restructuring activities, (ix) changes in amortized cost of Partnership units liability, (x) change in fair value of derivatives, (xi) consulting costs related to operational transformation initiatives, (xii) corporate development related costs and (xiii) loss (gain) on sale of shares. “Consumer Segment Adjusted EBITDA” and “AFH Segment Adjusted EBITDA” means in each case the Segment operating income for the referring respective segment of KPLP.

Segment Results

(C\$ millions, unless otherwise noted)	Fiscal 2020	Fiscal 2019	Fiscal 2018	Fiscal 2020 vs Fiscal 2019		Fiscal 2019 vs Fiscal 2018	
				\$ Change	% Change	\$ Change	% Change
Segment Revenue							
Consumer	1,304.6	1,186.5	1,139.3	118.1	10.0%	47.2	4.1%
AFH	211.4	247.6	231.1	(36.2)	-14.6%	16.5	7.1%
Total segment revenue	1,516.0	1,434.1	1,370.4	81.9	5.7%	63.7	4.6%
Adjusted EBITDA							
Consumer	223.4	158.9	132.2	64.5		26.7	
AFH	(9.0)	(12.7)	(9.4)	3.7		(3.3)	
Corporate and other costs	(16.6)	(1.2)	(4.5)	(15.4)		3.3	
Total Adjusted EBITDA	197.8	145.0	118.3	52.8		26.7	

Consumer Segment

Fiscal 2020 compared to Fiscal 2019

Consumer segment revenue was \$1,304.6 million in Fiscal 2020 compared to \$1,186.5 million in Fiscal 2019, an increase of \$118.1 million or 10.0%. There was no revenue from Mexico in Fiscal 2020 as a result of the share sale in 2019, compared to revenue of \$76.9 million in Fiscal 2019. The significant increase in revenue was primarily due to the favourable impact of higher sales volume and mix in both Canada and the U.S. resulting primarily from COVID-19 buying activity, and the favourable impact of foreign exchange fluctuations on U.S. sales. These increases were partially offset by Consumer U.S. selling prices, contractually tied to U.S. pulp prices, moderating lower.

Consumer Segment Adjusted EBITDA was \$223.4 million in Fiscal 2020 compared to \$158.9 million in Fiscal 2019, an increase of \$64.5 million. The increase was primarily due to the favourable sales impact and lower pulp prices, partially offset by higher cost of sales items as described above in the Results of Operations for Fiscal 2020, and higher SG&A costs, including advertising and promotion.

AFH Segment

Fiscal 2020 compared to Fiscal 2019

AFH segment revenue was \$211.4 million in Fiscal 2020 compared to \$247.6 million in Fiscal 2019, a decrease of \$36.2 million or 14.6%. The decrease was primarily due to lower sales volume as a result of the negative impact of COVID-19 on buying activity, partially offset by price increases implemented during the second half of 2019 and the favourable impact of foreign exchange fluctuations on U.S. sales. AFH segment revenue decreased in Canada and increased slightly in the U.S.

AFH Segment Adjusted EBITDA was a loss of \$9.0 million in Fiscal 2020 compared to a loss of \$12.7 million in Fiscal 2019, an improvement of \$3.7 million. The improvement was primarily due to lower fibre prices and improved production efficiency compared to Fiscal 2019, partially offset by lower sales volume and higher SG&A costs.

Corporate and Other Costs

Fiscal 2020 compared to Fiscal 2019

Corporate and other costs include certain overhead costs, timing adjustments for certain manufacturing costs included in inventory not allocated to the Consumer and AFH segments and start-up costs related to the TAD Sherbrooke Project.

Corporate and other costs were a loss of \$16.6 million in Fiscal 2020 compared to a loss of \$1.2 million in Fiscal 2019, an increase of \$15.4 million resulting primarily from \$8.0 million of start-up costs related to the TAD Sherbrooke Project, the recognition of certain manufacturing costs from inventory due to significantly lower inventory levels as of December 31, 2020 and an increase in certain overhead costs allocated to Corporate and other costs.

LIQUIDITY AND CAPITAL RESOURCES

Overview

KPLP's principal uses of funds are for operating costs, working capital, capital expenditures, pension contributions and Tax and Partnership Unit distributions (together, the Funding Requirements). To date, KPLP has met the Funding Requirements by using cash generated from operating activities and the Dividend Reinvestment Plan and borrowings under its various debt facilities. The registered defined benefit pension plans (RDBPP) sponsored by KPLP are currently in a solvency deficiency position, requiring KPLP to make funding contributions over the next ten years. KPLP Management believes that cash generated from operations and the Dividend Reinvestment Plan, together with amounts available under the various debt facilities will be sufficient to meet its future Funding Requirements. However, KPLP's ability to meet future Funding Requirements and its ability to make scheduled payments of interest and principal on its debt facilities and to satisfy any of its other present or future debt obligations will depend on its future operating performance, which will be affected by general economic, financial and other factors including factors beyond its control. KPLP Management reviews investment opportunities in the normal course of its business and may, if suitable opportunities arise, make selected investments to implement KPLP's business strategy. Historically, the funding for any such investments has come from cash flows from operations and/or additional debt.

The Senior Credit Agreement requires the Restricted Credit Parties to comply with certain financial covenants related to its revolving credit facility (the Senior Credit Facility). The financial covenants were amended by a consent letter dated as of May 27, 2020. The financial covenants are calculated on an Adjusted Consolidated Basis (as defined in the Senior Credit Agreement) such that the Unrestricted Credit Parties are accounted for as investments but not consolidated. As such, the Unrestricted Subsidiaries' EBITDA are not included in such calculations.

KPLP shall maintain on an adjusted consolidated basis and quarterly financial basis:

Ratio of Senior Secured Net Funded Debt to EBITDA not greater than:

- (i) 3.00 to 1.00 until December 31, 2018, inclusively;
- (ii) 3.25 to 1.00 from January 1, 2019 to March 31, 2019;
- (iii) 3.75 to 1.00 from April 1, 2019 to September 30, 2019;
- (iv) 3.50 to 1.00 from October 1, 2019 to March 31, 2020; and
- (v) 3.00 to 1.00 thereafter;

Interest Coverage Ratio of at least 3.00 to 1.00.

In connection with the amendments above, Kruger Inc. has reduced its participation in the dividend reinvestment plan (DRIP) from 100% to 50% starting April 1, 2020 (accelerated from October 1, 2020), which is expected to increase the net distribution.

As of December 31, 2020, KPLP was in compliance with all of its financial covenants under all of its outstanding credit facilities. As of December 31, 2020, KPLP had drawn \$10.0 million from the \$250.0 million committed amount under the Senior Credit Facility, and had \$19.6 million of letters of credit outstanding, resulting in \$220.4 million available from the credit line, subject to covenant limitations. As of December 31, 2020, KPLP had total liquidity of \$316.8 million (December 31, 2019 - \$216.8 million) representing cash and cash equivalents and availability under the Senior Credit Facility within the covenant limitations. In addition, \$32.3 million (December 31, 2019 - \$16.4 million) of cash and cash equivalents were held by KPSI and committed to the TAD Sherbrooke Project.

As it pertains to capital expenditures, approximately \$25.0 million annually relate to maintenance projects and the remaining expenditures are focused on growth projects aimed at reducing costs and offsetting annual inflation or increasing production capacity. Regular growth projects focused on performance improvement generally have a 3 to 4 year payback. Capital expenditures were \$310.6 million in Fiscal 2020, including \$274.0 million related to the TAD Sherbrooke Project (including interest capitalized during construction). The TAD Sherbrooke Project also had \$47.0 million of accrued and unpaid capital spending as of December 31, 2020. Capital expenditures are expected to be approximately \$160 to \$180 million in fiscal 2021, including the remaining TAD Sherbrooke Project expenditures of approximately \$115 million.

The tissue industry is generally characterized by high sales volume and rapid turnover of inventories and accounts receivable. In general, accounts receivable and inventories are readily convertible into cash. Investment in working capital may be affected by fluctuations in the prices of pulp and other supply costs, vendor terms and timing of collection of accounts receivable. KPLP participates in a factoring program to assist in managing working capital. Under the program, KPLP derecognizes certain receivables upon sale.

Cash Flows

(C\$ millions, unless otherwise stated)	Fiscal 2020	Fiscal 2019	Fiscal 2018	\$ Change	
				Fiscal 2020 vs. Fiscal 2019	Fiscal 2019 vs. Fiscal 2018
Net cash flows from operating activities	253.5	133.6	140.3	119.9	(6.7)
Net cash flows used in investing activities	(313.7)	(168.9)	(41.9)	(144.8)	(127.0)
Net cash flows from (used in) financing activities	98.1	(39.6)	69.5	137.7	(109.1)
Effect of exchange rate changes on cash and cash equivalents held in foreign currency	(2.3)	(1.9)	2.2	(0.4)	(4.1)
Increase (decrease) in cash and cash equivalents	35.6	(76.8)	170.1	112.4	(246.9)
Beginning cash and cash equivalents	93.1	169.9	(0.2)	(76.8)	170.1
Ending cash and cash equivalents	128.7	93.1	169.9	35.6	(76.8)

Net Cash Flows from Operating Activities

Net cash from operating activities was \$253.5 million in Fiscal 2020 compared to \$133.6 million in Fiscal 2019. Cash from operating activities in Fiscal 2020 was primarily driven by Adjusted EBITDA of \$197.8 million (Fiscal 2019 – \$145.0 million) and a decrease in working capital of \$60.3 million (Fiscal 2019 – \$1.5 million), partially offset by funding of pension and post-retirement benefit plans of \$15.6 million (Fiscal 2019 – \$15.5 million), provisions paid of \$2.2 million (Fiscal 2019 – \$1.0 million) and income tax payments of \$1.7 million (Fiscal 2019 – \$2.7 million).

Net Cash Flows used in Investing Activities

Net cash used in investing activities was \$313.7 million in Fiscal 2020 compared to \$168.9 million in Fiscal 2019. Cash used in investing activities related to capital expenditures of \$310.6 million (including \$274.0 million for the TAD Sherbrooke Project and \$36.6 million for the existing business) in Fiscal 2020 compared to \$175.0 million (including \$143.1 million for the TAD Sherbrooke Project and \$31.9 million for the existing business) in Fiscal 2019 and purchases of trademarks of \$4.5 million (Fiscal 2019 – nil). This was partially offset by proceeds on sale of shares of \$1.0 million in Fiscal 2020 compared to \$5.7 million in Fiscal 2019.

Net Cash Flows from (used in) Financing Activities

Net cash from financing activities was \$98.1 million in Fiscal 2020 compared to cash used in financing activities of \$39.6 million in Fiscal 2019. Net cash from financing activities in Fiscal 2020 was primarily due to net proceeds from debt of \$170.0 million (Fiscal 2019 – \$18.6 million), partially offset by interest paid of \$25.7 million (Fiscal 2019 – \$29.5 million), lease payments of \$19.3 million (Fiscal 2019 – \$17.0 million) and distributions and advances paid (net of DRIP proceeds) of \$26.4 million (Fiscal 2019 – \$10.2 million).

Contractual Obligations

(C\$ millions, unless otherwise stated)	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Thereafter	Total
Contractual obligations:							
Senior Credit Facility, principal repayments	-	-	-	10.0	-	-	10.0
Senior Unsecured Notes, principal repayments	-	-	-	-	125.0	-	125.0
AgCredit - KTG Facility TLA, principal repayments	-	3.2	4.3	4.3	4.3	171.1	187.2
AgCredit - TAD Sherbrooke Project Facility TLB, principal repayments	-	-	-	-	-	184.4	184.4
AgCredit - TAD Sherbrooke Project Facility TLC, principal repayments	-	14.5	20.5	23.9	23.9	2.7	85.5
IQ Convertible Debenture, principal repayments	1.3	15.0	15.0	15.0	15.0	43.7	105.0
Quebec PM Loan, principal repayments	4.9	4.9	4.9	4.9	4.9	3.9	28.4
Nordea2 Credit Facility, principal repayments	3.3	6.6	6.6	6.6	6.6	26.5	56.2
Ontario Loan, principal repayments	-	0.5	0.5	0.5	0.5	0.4	2.4
Interest payments	38.1	39.3	37.1	35.3	28.2	132.2	310.2
Right-of-use lease payments	25.3	22.9	19.9	17.6	11.2	75.5	172.4
Service contract payments	5.0	2.7	0.3	0.1	-	-	8.1
Total contractual obligations	77.9	109.6	109.1	118.2	219.6	640.4	1,274.8

KPLP's contractual obligations consist of long-term debt (principal repayments and interest payments), right-of-use leases for the rental of property, equipment and motor vehicles, Partnership units liability and pensions.

As of December 31, 2020, KPLP had commitments of \$23.5 million (December 31, 2019 – \$151.1 million) related to the TAD Sherbrooke Project.

KPLP's cash pension contribution for defined benefit pension arrangements in Fiscal 2020 was \$13.1 million, while its post-retirement benefits contribution was \$2.5 million. In addition, as of December 31, 2020, KPLP had \$19.2 million of letters of credit related to pensions outstanding. Pension and post-retirement contributions for fiscal 2021 are expected to be \$16.0 million.

KPLP concluded a new land lease for its Gatineau tissue plant that commences in March 2028 and permits KPLP to secure the site until March 2053.

As of December 31, 2020, KPLP had no foreign exchange swaps outstanding and foreign exchange forwards outstanding of nil (December 31, 2019 – \$23.7 million).

As of December 31, 2019, KPLP held interest rate swaps, contracted to fix the interest rate on a notional amount of \$100.0 million. The interest rate swaps matured during the 3-month period ended March 31, 2020.

On December 13, 2012, in connection with the issuance of Partnership units to KPT, the Limited Partnership Agreement was amended to require KPLP, subject to compliance with contractual obligations and applicable law, to make distributions to its partners in such amounts as would enable KPT to discharge its obligation to pay federal and provincial income taxes (the Tax Distribution). Each partner is entitled to its share of the Tax Distribution made in respect of any given year. KPLP determined that it was appropriate to reclassify a portion of its equity to Partnership units liability, since the Tax Distribution represents a contractual obligation to deliver cash and, as such, meets the definition of a financial liability for accounting purposes under IFRS. As of December 31, 2020, \$185.4 million was recorded as a liability in respect of this obligation (December 31, 2019 - \$143.5 million). The amount is in respect of a previously disclosed obligation owed to the partners of KPLP. It does not change the rights of or obligations owed to the partners of KPLP, and does not result in any change to the financial statements of KPT.

Pursuant to the Exchange Agreement, KPT has granted Kruger Inc. the right to exchange KPLP Units it holds from time to time for common shares of KPT (Common Shares) issued by KPT on the basis of one KPLP Unit for one Common Share, subject to adjustment upon the occurrence of certain events that would result in the indirect economic interest in KPLP represented by a Common Share diverging from the direct economic interest in KPLP represented by a KPLP Unit, including splits or consolidations of the common shares without a corresponding split or consolidation of the KPLP Units, issuances or repurchases of Common Shares without corresponding issuances or repurchases of KPLP Units, acquisition of assets by KPT other than KPLP Units or incurrence of liabilities other than ordinary course liabilities, or special distributions by KPT, certain other securities, debt or assets to all shareholders. If at any time the Kruger Inc. aggregate ownership interest is less than 20% in KPLP, KPT may require the exchange of all outstanding KPLP Units held by Kruger Inc. or its affiliates in return for Common Shares on the basis of one KPLP Unit for one Common Share subject to adjustment as set forth above. As of December 31, 2020, no KPLP Units had been exchanged for Common Shares.

Pursuant to the Administration Agreement, KPLP, as administrator (the Administrator) has full power and authority to administer, subject to the general supervision and any specific instructions of the KPT Board, all of the ongoing operations and affairs of KPT in order for KPT to carry on its activities as a public company. The Administrator shall directly bear and pay for all KPT's normal operating expenses incurred in connection with the ordinary course operation of a company that is a reporting issuer. The Administrator may also advance funds to KPT in an amount equal to pay for any expenses of KPT that are outside of such ordinary course expenses, by way of non-recourse, interest-free loans, repayable upon payment by the Administrator of distributions to KPT. As KPT's agent, the Administrator will also bear and pay all outlays and expenses to third parties incurred by the Administrator in the administration of the affairs of KPT and the performance by the Administrator of its duties under the Administration Agreement.

Indebtedness

Senior Credit Agreement

General

KPLP is a party to a sixth amended and restated credit agreement dated as of April 24, 2018 entered into by KPLP, as borrower, the lenders party thereto and National Bank of Canada, as administrative agent, as amended by a first supplemental credit agreement dated November 19, 2018 and a second supplemental credit agreement dated September 19, 2019 (the Senior Credit Agreement) pursuant to which a senior secured revolving credit facility in a maximum amount of \$250 million (increased from \$200 million) with a \$75 million accordion feature (the Senior Credit Facility) is made available to KPLP. The financial covenants were amended by a consent letter dated as of May 27, 2020. The maturity date of the Senior Credit Facility is September 19, 2023. The Senior Credit Facility is to be used by KPLP to finance general corporate purposes and the ongoing working capital requirements of the Restricted Credit Parties (as defined below), and to finance the cash portion of any permitted acquisition or any investment by any such Restricted Credit Party (as defined below).

The Senior Credit Agreement is guaranteed by each Restricted Credit Party. Under the Senior Credit Agreement, “Restricted Credit Parties” means KPLP, KPGP, Kruger Products Real Estate Holdings Inc., Kruger Products (USA) Inc., Kruger Products AFH G.P. Inc. and Kruger Products AFH L.P. and their respective subsidiaries involved in the tissue business but excluding the Unrestricted Credit Parties (which include TAD Canco Inc., TAD Luxembourg S.A.R.L., KTG, KPSI, KP TAD Holdco Inc., TAD2 GP ULC, TAD2 US LP, TAD1 Canco I Inc., TAD1 GP ULC, TAD1 US LP and TAD1 Canco II Inc.) and the Non-Material Credit Parties (as such terms are defined in the Senior Credit Agreement). All Restricted Credit Parties granted first ranking security interests and hypothecs over all of their assets, present and future, movable and immovable, corporeal and incorporeal, to secure the obligations under the Senior Credit Agreement including a pledge of 100% of the stock or ownership interest in all credit parties owned by KPLP and the Restricted Credit Parties.

Interest Rates and Fees

Borrowings under the Senior Credit Facility bear interest at a base rate of Canadian Prime Rate, U.S. Base Rate, LIBOR, Banker’s Acceptance Stamping Fees or LC Fees, plus a margin varying between 0.20% and 3.50% depending on the Ratio of Total Net Funded Debt to EBITDA (as defined in the Senior Credit Agreement) and the type of advance. Stand-by fees are also payable on the available portion of the Senior Credit Facility at a rate varying between 0.24% and 0.70% depending on the Restricted Credit Parties’ Ratio of Total Net Funded Debt to EBITDA (as defined in the Senior Credit Agreement).

Prepayments and Repayments

KPLP may voluntarily cancel or reduce the Senior Credit Facility, in whole or in part, subject to minimum amounts and notice period, with customary restrictions on prepayment of Banker’s Acceptances, Libor Loans and liabilities under Letters of Credit (in each case, as defined in the Senior Credit Agreement).

Covenants

The Senior Credit Agreement contains customary affirmative covenants, including, but not limited to, delivery of financial and other information to the administrative agent, delivery of notice to the administrative agent upon the occurrence of certain material events, preservation of existence and authorizations, maintenance of insurance, compliance with laws, payment of taxes and other claims, limitation of transactions with affiliates and maintenance of security.

The Senior Credit Agreement requires the Restricted Credit Parties to comply with certain financial covenants. The financial covenants are calculated on an Adjusted Consolidated Basis (as defined in the Senior Credit Agreement) such that the Unrestricted Credit Parties are accounted for as investments but not consolidated. As such, indebtedness under the AgCredit Agreement, IQ Debenture and the Unrestricted Subsidiaries’ EBITDA are not included in such calculations. Pursuant to the second supplemental credit agreement dated September 19, 2019, KPLP is no longer required to maintain the Ratio of Total Net Funded Debt to EBITDA (as defined in the Senior Credit Agreement) and the requirement for the Ratio of Senior Secured Net Funded Debt to EBITDA (as defined in the Senior Credit Agreement) was updated. Pursuant to a consent letter dated May 27, 2020, the requirement for the Ratio of Senior Secured Net Funded Debt to EBITDA was again updated.

KPLP shall maintain on an Adjusted Consolidated Basis and quarterly financial basis:

Ratio of Senior Secured Net Funded Debt to EBITDA not greater than:

- (i) 3.00 to 1.00 until December 31, 2018, inclusively;
- (ii) 3.25 to 1.00 from January 1, 2019 to March 31, 2019;
- (iii) 3.75 to 1.00 from April 1, 2019 to September 30, 2019;
- (iv) 3.50 to 1.00 from October 1, 2019 to March 31, 2020; and
- (v) 3.00 to 1.00 thereafter

Interest Coverage Ratio (as defined in the Senior Credit Agreement) of at least 3.00 to 1.00.

The Senior Credit Agreement contains customary negative covenants of KPLP, including, but not limited to, (i) restrictions on the ability of KPLP and the Restricted Credit Parties to, subject to certain exceptions, grant liens, incur indebtedness, merge or consolidate, amend, restate or otherwise modify the Limited Partnership Agreement, make

investments and loans, grant guarantees, make acquisitions, declare, set apart and pay distributions (which does not apply to the Tax Distribution (as defined below) to KPT), reduce capital, sell or otherwise dispose of assets, incur capital expenditures or materially change their business, and (ii) restrictions on the indebtedness of TAD Canco Inc., TAD Luxembourg S.A.R.L and KTG and the amendment of the TAD financing documents.

Events of Default

The Senior Credit Agreement contains customary events of default, including, but not limited to, non-payment, misrepresentation, breach of covenants, cross-default and cross-acceleration to other debt above a certain threshold, cross defaults to the Nordea Credit Agreement (matured December 30, 2019) and the Nordea2 Credit Agreement (as defined below), insolvency, change of control of KPLP or Kruger and enforcement proceedings.

Security and Guarantees

The Senior Credit Facility is guaranteed by each Restricted Credit Party. KPLP and each Restricted Credit Party granted first ranking security interests and hypothecs over their current and future tangible and intangible assets (subject to permitted liens) to secure the obligations under the Senior Credit Facility, including a pledge of all capital stock or ownership interest in all subsidiaries owned by KPLP and the Restricted Credit Parties. The guarantees and security are granted on a pari passu basis in favour of the lenders and the administrative agent under the Senior Credit Agreement and the lenders and the administrative agent under the Nordea Credit Agreement (matured December 30, 2019) and the Nordea2 Credit Agreement (as defined below).

Senior Unsecured Notes Indenture

General

On April 24, 2018, KPLP issued \$125 million aggregate principal amount of 6.0% senior unsecured notes due April 24, 2025 (the Notes) by way of private placement in Canada in accordance with applicable Canadian prospectus and registration exemptions. The Notes were issued pursuant to a trust indenture entered into as of April 24, 2018 between KPLP, the Guarantors and Computershare Trust Company of Canada (the Indenture). Interest on the Notes accrues at 6.0% per year and is payable semi-annually on April 24 and October 24 of each year.

Under the Notes, “Restricted Subsidiaries” means any subsidiary of KPLP that is not an Unrestricted Subsidiary as defined in the Indenture (which Unrestricted Subsidiaries include TAD Canco, TAD Luxembourg, KTG and Non-Material Subsidiaries as defined in the Indenture).

The Notes are senior unsecured obligations of KPLP. The Notes rank senior in right of payment to all existing and future subordinated indebtedness of KPLP and equal in right of payment to all indebtedness of KPLP that is not subordinated in right of payment to the Notes other than any indebtedness that ranks senior to the Notes by operation of law. The Notes will be effectively subordinated to all existing and future secured indebtedness of the issuer, to the extent of the assets securing such indebtedness.

Guarantees

The Notes are unconditionally guaranteed, jointly and severally, by all existing and future Restricted Subsidiaries (the Guarantors). The guarantees are senior unsecured obligations of each of the Guarantors and will rank senior in right of payment to all existing and future subordinated indebtedness of the Guarantors and equal in right of payment to all indebtedness of such Guarantor that is not subordinated in right of payment to their guarantee, other than indebtedness that ranks senior to the guarantees by operation of law.

Redemption

At any time prior to April 24, 2021, KPLP may redeem up to 35.0% of the aggregate principal amount of the Notes at a redemption price of 106% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to the date of redemption, with the net proceeds received by KPLP from certain equity offerings after the issue date.

At any time prior to April 24, 2021, KPLP may redeem the Notes, at a redemption price equal to the greater of (a) the Applicable Premium (as defined in the Indenture) and (b) 101% of the aggregate principal amount of the Notes redeemed, plus, in each case, accrued and unpaid interest, if any, to the applicable redemption date.

On or after April 24, 2021, KPLP may redeem all or part of the Notes at the following redemption prices, plus accrued and unpaid interest to the applicable redemption date, if redeemed during the 12-month period commencing April 24 of the year set forth below:

<u>Year</u>	<u>Percentage</u>
2021	104.5%
2022	103.0%
2023	101.5%
2024 and thereafter	100.0%

Change of Control

Upon the occurrence of a Change of Control of KPLP (as defined in the Indenture), KPLP will be required to offer to repurchase all or any part of each holder's Notes for a payment in cash equal to 101% of the aggregate principal amount of Notes repurchased, plus accrued and unpaid interest thereon to the purchase date.

Covenants

The Indenture contains certain restrictive covenants of KPLP, including, but not limited to, limitations on making certain restricted payments by KPLP or its Restricted Subsidiaries, restrictions on incurring certain indebtedness by KPLP or its Restricted Subsidiaries, restrictions on incurring certain liens by KPLP or its Restricted Subsidiaries, certain restrictions on transactions with affiliates, limitations on engaging in any line of business other than the businesses in which KPLP and the Restricted Subsidiaries were engaged on the date of issuance of the Notes, and any business reasonably related, incidental, complementary or ancillary thereto, limitations on creating any contractual restrictions on the ability of KPLP or its Restricted Subsidiaries to take certain actions, such as the payment of dividends or making of distributions, restrictions on consolidating, amalgamating or merging into any other person and restrictions on selling, transferring, assigning, leasing, conveying or otherwise disposing of all or substantially all of the property of KPLP and the Restricted Subsidiaries taken as a whole.

Events of Default

The Indenture contains customary events of default such as non-payment, liquidation of assets, change of control, non-payment or acceleration of any indebtedness in an aggregate amount exceeding \$25 million, insolvency and enforcement proceedings.

AgCredit Agreement

General

Subsidiaries of KPLP are party to a credit agreement dated as of November 19, 2018 entered into by, among others, KTG, TAD1 US LP, TAD2 US LP and KPSI, as borrowers, each guarantor from time to time party thereto, as guarantors, each lender from time to time party thereto, as lenders, American AgCredit, FLCA, as administrative agent and National Bank of Canada, as Canadian administrative agent, as amended by the first amendment to the credit agreement executed as of April 20, 2020, dated and effective as of March 23, 2020 (AgCredit Agreement). Pursuant to the AgCredit Agreement, the following credit facilities were made available: (i) US\$188 million term loan facility repayable by March 31, 2037

(extended from December 31, 2036) related to amounts drawn on or after March 23, 2020 by quarterly principal instalment payments commencing on June 30, 2026 (extended from March 31, 2026) related to amounts drawn on or after March 23, 2020 and bearing interest at a fixed rate based on the farm credit system cost of funds plus an applicable margin set at the time of each tranche draw, (ii) \$111 million term loan repayable by December 31, 2025 by quarterly principal instalment payments commencing on June 30, 2022 (extended from March 31, 2022) and bearing interest at a floating interest rate based on CDOR plus an applicable margin, (iii) revolving loans of US\$10 million and \$12.5 million with a maturity date of December 31, 2023 with floating interest rates and a renewal option (the facility detailed in items (i) to (iii), collectively the TAD Sherbrooke Project Facility), and (iv) US\$147 million term loan repayable by December 31, 2036 by quarterly principal instalment payments commencing on June 30, 2022 (extended from March 31, 2022) and bearing interest at a 7.3% maximum fixed interest rate and repayable after a three-year lock-out period (the KTG Facility).

The purpose of the TAD Sherbrooke Project Facility is to partially finance the TAD Sherbrooke Project. The purpose of the KTG Facility was to repay existing indebtedness of KTG and TAD Canco Inc.

Guarantees

The TAD Sherbrooke Project Facility and KTG Facility are each guaranteed by the borrowers and guarantors. The borrowers and guarantors (as such terms are defined in the AgCredit Agreement) granted first ranking security interests over all of their assets, present and future, movable and immovable, corporeal and incorporeal, to secure the obligations under the AgCredit Agreement. The TAD Sherbrooke Project Facility and the KTG Facility are both non-recourse to KPLP.

Redemption

The borrowers may voluntarily cancel or reduce the revolving loans, in whole or in part, without premiums or penalty. The borrowers shall have the right at any time to voluntarily prepay the entire amount or any amount outstanding of the term loans subject to minimum amounts and notice period. Prepayment shall be accompanied by the payment of all accrued and unpaid interest with respect to fixed rate advances. If all or any portion of the outstanding balance of a term loan is prepaid, prepayment premiums may apply.

Covenants

The AgCredit Agreement requires the borrowers to comply with certain financial covenants. The financial covenants are calculated on a Combined Basis (as defined in the AgCredit Agreement). Pursuant to the first amendment to the credit agreement dated March 23, 2020:

On a Combined Basis and quarterly financial basis, the Borrowers shall not:

Permit the Combined Leverage Ratio (as defined in the AgCredit Agreement) as of the end of any fiscal quarter of the borrowers to exceed 60%;

Permit the Combined Fixed Charge Coverage Ratio (as defined in the AgCredit Agreement) as of the end of any fiscal quarter of the borrowers, beginning with the fiscal quarter ending September 30, 2022 (extended from June 30, 2022), to be less than:

- (i) 1.10 to 1.00 with respect to the fiscal quarter ending September 30, 2022 (extended from June 30, 2022) through and including the fiscal quarter ending September 30, 2023 (extended from June 30, 2023); and
- (ii) 1.25 to 1.00 with respect to the fiscal quarter ending December 31, 2023 (extended from September 30, 2023) and each fiscal quarter thereafter.

The first amendment to the credit agreement also extended the Substantial Completion Date (as defined in the AgCredit Agreement) to June 30, 2022 (extended from March 31, 2022).

The AgCredit Agreement contains customary affirmative covenants, including, but not limited to, delivery of financial and other information to the administrative agent, delivery of notice to the administrative agent upon the occurrence of certain material events, preservation of existence and authorizations, maintenance of insurance, compliance with laws, payment of taxes and other claims, limitation of transactions with affiliates and maintenance of security.

Events of Default

The AgCredit Agreement contains customary events of default such as non-payment, misrepresentation, breach of covenants and change of control.

IQ Debenture

General

On November 19, 2018, KPSI issued a 10-year convertible debenture in favour of IQ in the principal amount of \$105 million (the IQ Debenture). The IQ Debenture is being used to partially finance the TAD Sherbrooke Project.

Interest Rates and Fees

Borrowings under the IQ Debenture bear interest at a fixed capitalized interest rate of 3%.

Redemption

The IQ Debenture is redeemable on a monthly basis commencing 36 months from the date of issuance, which payments KPSI undertakes to cause KPLP or Kruger Inc. to make, failing which IQ will have a conversion right on terms of conversion that would provide IQ with a 48% equity interest in KPSI if the entirety of the debenture was so converted.

Pursuant to a repayment agreement (the Repayment Agreement) between Kruger Inc., KPLP, KPSI, and IQ, KPLP has at its discretion, a priority right to make any required monthly redemption payment to IQ. The party that makes the redemption payment will receive common shares of KPSI as consideration of such payment. Pursuant to the Repayment Agreement, if Kruger Inc. makes all of the redemption payments, it will hold approximately 48% of KPSI.

Covenants

The IQ Debenture contains covenants including, but not limited to, the delivery of financial statements and other information.

Events of Default

The IQ Debenture contains customary events of default such as failure to convert, misrepresentation and breach of covenants.

Nordea2 Credit Agreement

General

KPLP is party to a credit agreement dated as of November 2, 2018 entered into by KPLP, as borrower, the lender party thereto and Nordea Bank Abp Filial I Sverige, as administrative agent, as amended by an amendment letter dated November 19, 2018 and an amendment letter dated September 19, 2019 (the Nordea2 Credit Agreement) pursuant to which a senior secured non-revolving loan facility in a maximum amount of US\$48.8 million (the Nordea2 Credit Facility) was made available to KPLP. The Nordea2 Credit Facility is to be used to partially finance the TAD Sherbrooke Project and the fees of the Swedish Export Credits Guarantee Board (EKN) in connection with its guarantee of the Nordea2 Credit Facility. The Nordea2 Credit Facility matures on August 31, 2029.

Interest Rates and Fees

Borrowings under the Nordea2 Credit Facility bear interest at a fixed interest rate of 3.74% per annum, comprised of a Swedish state reported interest rate, risk premium and administrative margin.

Prepayments and Repayments

The Nordea2 Credit Facility is repayable in 17 equal consecutive semi-annual installments of principal together with interest commencing on August 28, 2021. Prepayments are allowed subject to a make-whole payment on account of interest losses.

Covenants

The covenants, financial covenants and negative covenants provided by KPLP under the Senior Credit Agreement are incorporated and made part of the Nordea2 Credit Agreement. See “Senior Credit Agreement — Covenants” above. The Nordea2 Credit Agreement contains restrictions on amendments to the Senior Credit Agreement and related security and other documents.

Events of Default

The Nordea2 Credit Agreement contains customary events of default such as non-payment, misrepresentation and breach of covenants and also provides for a cross-default to the Senior Credit Agreement and a default related to the termination or loss of the EKN guarantee.

Security and Guarantees

The Nordea2 Credit Agreement provides for pari passu security and guarantees on the assets and undertaking of KPLP and each Restricted Credit Party, the relationship between the lender and administrative agent under the Nordea Credit Agreement (matured December 30, 2019), the Nordea2 Credit Agreement and the administrative agent and the lenders under the Senior Credit Agreement being governed by a collateral agency and security sharing agreement.

Quebec PM Loan Agreement

General

KPLP is a party to a loan agreement dated as of August 9, 2016 entered into by KPLP, as borrower, and IQ as lender (the Quebec PM Loan Agreement) pursuant to which a secured non-revolving loan in a maximum amount of \$39.5 million (the Quebec PM Loan) is made available to KPLP. The Quebec PM Loan is being used to partially finance the acquisition and relocation of a paper machine to be installed at the Crabtree facility (the PM Project). The Quebec PM Loan Agreement matures ten years after the first loan disbursement, which occurred on September 6, 2016.

Interest Rates and Fees

Borrowings under the Quebec PM Loan bear interest at a fixed interest rate of 2.5% per annum for a period of seven years from the date of the first loan disbursement. The interest rate thereafter increases to a fixed rate of 3.5% per annum until the eighth anniversary of the first loan disbursement, a fixed rate of 4.5% per annum until the ninth anniversary of the first loan disbursement, and a fixed rate of 5.5% per annum thereafter. Monthly interest payments commence the month following the first loan disbursement.

Prepayments and Repayments

The Quebec PM Loan had a moratorium on repayment of the principal for the initial 24 months following the date of the first loan disbursement, after which the principal is to be repaid in 96 monthly consecutive payments. The monthly repayments are reduced, in the reverse order of maturity, by repayments to IQ corresponding to KPLP's receipt of Government of Quebec electricity tariff rebates.

Covenants

The Quebec PM Loan Agreement contains covenants including, but not limited to, delivery of financial and other information to IQ, the preservation of existence, maintenance of insurance and maintenance of operations. The Quebec PM

Loan Agreement also contains restrictions on the disposition of assets, incurrence of indebtedness and granting of liens, change of control and changes in the PM Project.

Events of Default

The Quebec PM Loan Agreement contains customary events of default such as non-performance, non-payment, misrepresentation, breach of covenants, cross-default to the Nordea Credit Facility (as defined below) and the Senior Credit Facility, insolvency and enforcement proceedings.

Security and Guarantees

The Quebec PM Loan is secured by the acquired paper machine and the portion of the property on which the paper machine is installed. The security is second ranking immediately after the security granted in favour of the Senior Credit Facility.

Ontario Loan Agreement

General

KPLP is a party to a conditional loan agreement dated as of July 1, 2015 entered into by KPLP, as borrower, and the Government of Ontario as lender (the Ontario Loan Agreement) pursuant to which a secured non-revolving loan in a maximum amount of \$10.0 million (the Ontario Loan) is made available to KPLP. The Ontario Loan is being used to partially finance the expansion project at the Trenton facility. The Ontario Loan Agreement matures ten years after the first loan disbursement, which occurred on February 24, 2016.

Interest Rates and Fees

Borrowings under the Ontario Loan bear interest at a fixed interest rate of 2.4% per annum for a period of five years from March 1, 2021. Annual interest payments commence February 28, 2022.

Prepayments and Repayments

The Ontario Loan had a moratorium on repayment of the principal for the initial five years following the date of the first loan disbursement. Principal is to be repaid in five equal annual payments together with interest commencing February 28, 2022. A portion of the loan principal was forgivable, subject to prescribed conditions, up to a maximum forgivable portion of \$5.0 million. As of December 31, 2020, loan principal of \$4.4 million was forgiven.

Covenants

The Ontario Loan Agreement contains covenants including, but not limited to, delivery of financial and other information to the Government of Ontario, the preservation of existence, maintenance of insurance, compliance with laws, payment of taxes, completion of project and limitations on project procurement. The Ontario Loan Agreement also contains restrictions on the disposition of assets and changing the nature of the business and an undertaking to comply with the negative covenants in the Senior Credit Agreement.

Events of Default

The Ontario Loan Agreement contains customary events of default such as non-performance, non-payment, misrepresentation, breach of covenants and abandonment of the project and also provides for a cross-default to the Senior Credit Agreement.

Security and Guarantees

The Ontario Loan is secured by the assets acquired for the expansion project at the Trenton facility.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. KPLP's financial instruments exposed to credit risk as of December 31, 2020 included cash and cash equivalents, trade and other receivables and receivables from related parties. KPLP places its cash and cash equivalents with financial institutions of high creditworthiness.

KPLP sells its products to a variety of customers under certain credit terms and therefore is exposed to credit risks. Normal trade receivables are due within 30 days from the invoice date and amounts in excess of 90 days past the invoice date are considered delinquent. KPLP routinely assesses the financial strength of its customers and mitigates against identified exposure primarily by lowering credit limits with high risk accounts. KPLP's customers are well established companies and accordingly, KPLP has experienced limited financial loss with respect to credit risk. As a result, KPLP believes that its exposure to credit risk is limited. However, the risk and uncertainties associated with the COVID-19 pandemic have increased that risk, which is being closely managed.

On November 16, 2018, KPLP entered into a factoring arrangement with the Bank of Nova Scotia, pursuant to a Receivables Purchase Agreement, as amended by an amendment agreement dated November 12, 2020. As a result, KPLP sells to the Bank of Nova Scotia eligible trade receivables owing by certain key customers with a facility limit of \$50 million. Eligible trade receivables are sold on a non-recourse basis. KPLP receives 95% of customer invoices sold net of a dilution factor. The dilution factor is an estimate of rebates accrued for each customer in respect of the customer invoice. KPLP is restricted from selling or pledging these trade receivables. The factoring arrangement bears interest at a floating interest rate based on CDOR plus applicable margin. KPLP was committed to a two year term, renewable for additional one year periods. On November 12, 2020, the term was renewed for an additional one year period, maturing November 15, 2021. As eligible trade receivables are sold, KPLP removes the factored receivables from the consolidated statement of financial position, recognizes the proceeds received as consideration for the transfer and records a loss on factoring, which is included in Interest expense in the consolidated statement of comprehensive income (loss). Cash flows from the factoring arrangement are presented as operating activities in the consolidated statement of cash flows. During Fiscal 2020, the factored receivables sold to the Bank of Nova Scotia were \$672.9 million (Fiscal 2019 - \$509.9 million). KPLP sold 95% of these trade receivables, net of a dilution factor, for \$671.9 million (Fiscal 2019 - \$508.6 million). As of December 31, 2020, the trade receivables sold were \$38.9 million (December 31, 2019 - \$31.4 million).

Currency Risk

Currency risk is the risk that KPLP's earnings may fluctuate due to changes in Canadian to U.S. dollar exchange rates, as the financial results are reported in Canadian dollars. KPLP sells certain of its products in U.S. dollars at prevailing U.S. dollar prices. The currency exposure is more than offset by U.S. dollar costs and expenses and the U.S. dollar denominated debt. KPLP is generally a net buyer of U.S. dollars.

As of December 31, 2020, KPLP had net liabilities denominated in U.S. dollars of \$223.8 million (December 31, 2019 - \$59.7 million). Assuming the Canadian dollar strengthened (weakened) by 5% against the U.S. dollar, with all other variables held constant, the result on net income before tax in Fiscal 2020 would have been an increase (decrease) of \$11.2 million (Fiscal 2019 - \$3.0 million).

From time to time, KPLP uses derivative financial instruments to manage foreign currency risk. Foreign exchange swaps and foreign exchange forwards are used to manage U.S. dollar borrowings. As of December 31, 2020, KPLP had no foreign exchange swaps outstanding (December 31, 2019 - nil) and foreign exchange forwards outstanding of nil (December 31, 2019 - \$23.7 million).

Liquidity Risk

The purpose of liquidity risk management is to maintain sufficient cash and cash equivalents and to ensure KPLP has sufficient authorized credit facilities to maintain liquidity and meet its future obligations as they come due.

As of December 31, 2020, KPLP had drawn \$10.0 million from the \$250 million committed amount under the Senior Credit Facility entered into on April 24, 2018, as amended by a first supplemental credit agreement dated November 19, 2018 and a second supplemental credit agreement dated September 19, 2019, maturing in September 2023. The financial covenants were amended by a consent letter dated as of May 27, 2020. KPLP had \$19.6 million of letters of credit outstanding, resulting in \$220.4 million available from the credit line, subject to covenant limitations. As of December 31, 2020, KPLP had total liquidity of \$316.8 million (December 31, 2019 - \$216.8 million) representing cash and cash equivalents and availability under the Senior Credit Facility within the covenant limitations. In addition, \$32.3 million of cash and cash equivalents were held by KPSI and committed to the TAD Sherbrooke Project. KPLP prepares projections to ensure it has sufficient funds to fulfill its obligations.

The ability to pay its obligations relies on KPLP collecting its trade receivables in a timely manner and by maintaining sufficient cash and cash equivalents in excess of anticipated needs. The risks and uncertainties associated with the COVID-19 pandemic have increased the credit risk associated with trade receivables and such risk is being closely managed. KPLP's trade and other payables of \$332.1 million as of December 31, 2020 (December 31, 2019 - \$242.4 million) are all due for payment within twelve months of the dates of the consolidated statements of financial position.

Interest Rate Risk

KPLP's interest rate risk arises from its variable rate debt related to the Senior Credit Facility and certain credit facilities made available as part of the TAD Sherbrooke Project Facility. As of December 31, 2020, KPLP had variable rate debts of \$92.3 million (December 31, 2019 - \$99.4 million). The Senior Credit Facility bears interest at a base rate of Canadian prime rate, U.S. base rate, banker's acceptance rates or LIBOR plus the applicable margins. The applicable margin on the loans ranges between 0.20% and 3.50%. The \$111 million term loan made available as part of the TAD Sherbrooke Project Facility bears interest at a floating interest rate based on CDOR plus an applicable margin. The revolving loans of US\$10 million and \$12.5 million made available as part of the TAD Sherbrooke Project Facility also bear interest at floating interest rates.

A 100 basis point increase (decrease) in the market rate of interest would result in a decrease (increase) in net income before tax of \$0.9 million for Fiscal 2020.

From time to time, KPLP uses interest rate swaps to manage part of its exposure to movements in interest rates on its credit facilities. As of December 31, 2019, KPLP held interest rate swaps, contracted to fix the interest rate on a notional amount of \$100.0 million. The interest rate swaps matured during the 3-month period ended March 31, 2020.

Commodity Price Risk

Commodity price risk is the risk that future cash flows associated with purchasing required raw materials will fluctuate due to changes in commodity prices, which can be affected by foreign exchange and other trade related risks. KPLP is subject to commodity price fluctuations since KPLP's main raw material is fibre, which changes price due to market conditions, and therefore can result in periodic earnings volatility in the short term. Historically, the industry has generally been able to mitigate its exposure to commodity price risk over the medium term by passing increases in its supply costs onto its customers through incremental price increases, depending on the supply and demand balance. The ability to eventually pass through the full amount of pulp cost increases can be impacted by the competitive market situation. There can be no assurance that the historical ability to pass through increases in costs will continue to occur in the future. From time to time, KPLP enters into futures contracts to manage its commodity risk. No such contracts were outstanding as of December 31, 2020 and December 31, 2019.

TRANSACTIONS WITH RELATED PARTIES

KPLP and Kruger are parties to a Third Amended and Restated Management Services Agreement dated as of November 15, 2019 with effect as of January 1, 2020 (the "Management Services Agreement") pursuant to which Kruger provides certain management and support services to KPLP, including corporate management support and administrative support services; accounting and tax support; corporate financing and treasury support; benefits and human resources support services; corporate insurance; corporate procurement services complementary to KPLP procurement; project development and management services (including in connection with the TAD Sherbrooke Project), corporate development support,

environmental support and corporate engineering support services. The annual management fee paid by KPLP to Kruger under this agreement will be \$7.4 million and will be adjusted for inflation annually.

During Fiscal 2020, management fees of \$7.4 million (Fiscal 2019 - \$4.4 million) were paid to Kruger Inc. for management services provided to KPLP.

Kruger Inc. is also providing certain management and support services related to the TAD Sherbrooke Project including project management services, and engineering, construction, accounting and corporate finance support services.

KPLP also leases warehouses located in Laval, Québec and Vancouver, British Columbia from an entity of which an affiliate of Kruger is a 50% owner.

KPLP purchases certain supplies and services from Kruger Inc. and its affiliates, including fibre and small quantities of pulp and packaging. These transactions generally take place on arm's-length terms. KPLP also has the ability to procure these goods and services from third party suppliers.

Sales of goods to Kruger Inc. during Fiscal 2020 were \$0.2 million (Fiscal 2019 – \$0.1 million). Sales of goods to subsidiaries of Kruger Inc. during Fiscal 2020 were \$0.1 million (Fiscal 2019 – \$0.2 million). Goods are sold based on the price lists in force and terms that would be available to third parties.

Purchases of goods and services from Kruger Inc. during Fiscal 2020 were \$9.4 million (Fiscal 2019 - \$5.8 million). Purchases of goods and services from subsidiaries of Kruger Inc. during Fiscal 2020 were \$53.8 million (Fiscal 2019 - \$42.8 million). Goods are purchased from Kruger Inc. and related parties under normal commercial terms and conditions. These purchases of goods and services are included within Cost of sales and SG&A expenses.

OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

KPLP has entered into right-of-use lease commitments related to land, buildings, IT services, vehicles and other machines and equipment. Contractual obligations including these right-of-use leases are described in the “Contractual Obligations” subsection under the “Liquidity and Capital Resources” section of this MD&A.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements is in accordance with IFRS, which requires KPLP Management to make estimates and assumptions that affect the reported amounts and disclosures made in the KPLP and KPT financial statements and accompanying notes. KPLP Management continually evaluates the estimates and assumptions it uses. These estimates and assumptions are based on KPLP Management's historical experience, best knowledge of current events and conditions and activities that KPLP and KPT may undertake in the future. Actual results could differ materially from these estimates. The estimates and assumptions described in this section depend upon subjective or complex judgment that may be uncertain and changes in these estimates and assumptions could materially impact the financial statements.

Pension and Post-Retirement Benefit Obligations

The cost and accrued benefit plan obligations of KPLP's pension plans, consisting of the RDBPP, supplementary retirement arrangements and the Annuity Arrangement and other benefit plans are accrued based on actuarial valuations that are dependent on assumptions determined by KPLP Management. These assumptions include the discount rate, the expected growth rate of health care costs, the rate of compensation increase, retirement ages and mortality rates. These assumptions are reviewed quarterly by KPLP Management and KPLP's actuaries. The discount rate (based on market rates) and the expected growth rate in health care costs represent the most significant assumptions.

Partnership Units Liability

On December 13, 2012, in connection with the issuance of Partnership units to KPT, the Limited Partnership Agreement was amended to require KPLP, subject to compliance with contractual obligations and applicable law, to make distributions to its partners in such amounts as would enable KPT to discharge its obligation to pay federal and provincial income taxes (the Tax Distribution). Each partner is entitled to its share of the Tax Distribution made in respect of any given

year. KPLP determined that it was appropriate to reclassify a portion of its equity to Partnership units liability, since the Tax Distribution represents a contractual obligation to deliver cash and, as such, meets the definition of a financial liability for accounting purposes under IFRS.

The liability is based on KPLP Management's best estimate of the net present value of expected future Tax Distributions, which are made on a pro rata basis based on taxes payable by KPT, which results from KPT's taxable income from its partnership interest in KPLP. KPLP updates the net present value of the liability annually and records any resulting change in Other income (expense). The net present value of the liability is based on a number of assumptions including estimates of taxable income and tax rates, as well as discount rates, growth rates, forecasted Adjusted EBITDA, future commodity prices and foreign exchange rates. Taxable income can differ significantly from accounting income as a result of both timing and permanent tax differences based on enacted tax legislation and therefore changes in the Partnership units obligation are not necessarily indicative of a change in the expected future profitability of KPLP.

As of December 31, 2020, \$185.4 million was recorded as a liability in respect of this obligation (December 31, 2019 - \$143.5 million). As of December 31, 2020, the valuation utilized a discount rate and terminal growth rate of 9.0% and 2.0% (December 31, 2019 – 9.75% and 2.0%), respectively. An increase/decrease in the discount rate by 0.5% would result in a decrease/increase in the Partnership units liability of approximately \$12.0 million and \$13.9 million, respectively. The discount rate reflects the risks associated with the business, which operates primarily in Canada.

The loss of \$47.0 million recorded during Fiscal 2020 (Fiscal 2019 – loss of \$27.0 million) related to the change in amortized cost of Partnership units liability represents the adjustments made to estimate the current year Tax Distribution and the results of the reassessment performed as of December 31, 2020. The Partnership units liability increased by \$41.9 million due to the change in the discount rate of \$17.3 million, the 2020 Tax Distribution of \$17.5 million less the final 2019 Tax Distribution of \$5.1 million and the changes in other assumptions of \$12.2 million.

KPLP considered whether the current market conditions resulting from the COVID-19 pandemic required a reassessment of the Partnership units liability and concluded that there had been no substantial change to the financial forecast used in the last assessment.

Equity Method of Accounting

The equity method of accounting is being applied by KPT as it relates to its investment in KPLP. The conclusion to account for an investment using the equity method, particularly when the percentage of ownership is below 20%, is based on an assessment of several facts and circumstances and ultimately requires significant judgment in reaching a conclusion. Management has reviewed the agreements and made an assessment of the rights of KPT. Based on KPT having four of ten seats on the board of directors of KPGP, KPT Management has concluded that KPT has the ability to exercise significant influence over KPLP.

KPLP considered whether the current market conditions resulting from the COVID-19 pandemic created an indicator of impairment in the KPT investment. KPLP concluded the future forecasts that support the investment value had not changed significantly and therefore there was no indication of impairment for Fiscal 2020.

Impairment Tests

KPLP performs annual impairment tests for goodwill, as it relates to each of the Consumer Canada and AFH CGU's, and indefinite lived trademarks.

Management completed the annual impairment test for goodwill related to the Consumer Canada CGU, utilizing future forecasts, including consideration of the impact of COVID-19, and concluded that the recoverable amount exceeded the carrying amount as of December 31, 2020 and no impairment was recorded. As of December 31, 2020, the carrying value of the Canada Consumer CGU's goodwill was \$152.0 million.

Management also completed the annual impairment test for goodwill related to the AFH CGU. With respect to the AFH business, travel restrictions and remote working conditions resulting from COVID-19 are having a significant short-term impact on AFH product sales. Although management believes it has implemented a number of strategies to mitigate these uncertainties and recover from the impacts of COVID-19 in the longer-term, the recent historical losses and expected

near-term future losses and uncertainties associated with the pandemic have triggered a decline in the value of the AFH CGU's goodwill, resulting in an impairment charge of \$8.9 million. As of December 31, 2020, the carrying value of the AFH CGU's goodwill was nil.

KPLP completed the annual impairment test for indefinite lived trademarks, including consideration of the impact of COVID-19. Recoverable amounts related to indefinite lived trademarks are determined based on management's best estimate using a relief from royalty model. The estimates of relief from royalty are based on the royalties that would have to be paid based on market royalty rates and projected sales volumes. Additional assumptions include estimates of the discount rate, growth rates, selling price to customer and foreign exchange rates. Management has concluded that current and projected sales volumes support the recoverable amount of the indefinite lived trademarks. As of December 31, 2020, the value of indefinite lived trademarks was \$16.0 million.

KPT is required to perform an impairment test on its investment in KPLP if there is objective evidence that the investment may be impaired. Management considered the impact of COVID-19 on KPT's assessment of triggering events with respect to its impairment analysis for its investment in KPLP. Management concluded the future forecasts that support the investment value had not changed significantly and therefore there was no indication of impairment.

Income Taxes

KPLP computes its income taxes in each jurisdiction in which its subsidiaries operate. Estimation of income taxes includes evaluating the recoverability of the deferred tax assets based on an assessment of the ability to use the underlying tax deductions and credits against future taxable income. The assessment requires an estimate of future taxable income compared to the net operating loss carry forwards and U.S. State tax credits. To the extent estimates differ from the final tax return, earnings would be affected in a subsequent period. During Fiscal 2020, KPLP reassessed its ability to utilize the U.S. State tax credits. There were no reversals recorded as a result of this assessment (December 31, 2019 - \$5.1 million).

KPT has not recognized at the date of acquisition the deferred tax assets and liabilities related to the differences between the accounting and tax basis of KPLP's assets and liabilities. Accordingly, KPT is tracking temporary differences that are subject to the initial recognition exemption and recognizes newly created temporary differences as they arise. The determination of the temporary differences that are subject to the initial recognition exemption requires significant judgment. KPT has not recognized the deferred tax asset related to its investment in KPLP.

Leases

A number of critical judgements are required in the application of IFRS 16. These judgements include identifying whether a contract (or part of a contract) includes a lease, determining whether it is reasonably certain that an extension or termination option will be exercised, determining whether variable payments are in-substance fixed, establishing whether there are multiple leases in an arrangement, and determining the stand-alone selling price of lease and non-lease components.

Key estimates in the application of IFRS 16 include estimating the lease term, determining the appropriate rate to discount lease payments, and assessing whether a right-of-use asset is impaired.

COVID-19

During the year, management considered the impact of COVID-19 on KPLP's critical accounting estimates and judgments, including KPLP's assessment of the assumptions and estimates made in its valuation of the Partnership units liability and pension liability, the assumptions utilized in its assessment of the recoverability of deferred tax assets, the assessment of triggering events with respect to its impairment analysis for property, plant and equipment and the impact on credit risk and liquidity risk.

While management has concluded that there was no material change in the assumptions relevant to the valuation of the Partnership units liability or recoverability of deferred tax assets as of December 31, 2020 and that during Fiscal 2020, no triggering event had occurred requiring an impairment test to be performed with respect to property, plant and equipment, the duration and severity of the COVID-19 pandemic could result in future material changes to those assumptions or future impairment charges. Although KPLP believes that its exposure to credit risk and liquidity risk is generally limited, the risks and uncertainties associated with the COVID-19 pandemic have increased the credit risk and liquidity risk associated with

trade receivables and such risks are being closely managed. There was an increase in the provision for expected credit losses to \$1.5 million as of December 31, 2020 (December 31, 2019 - \$0.1 million) due primarily to the impact of COVID-19 on the AFH business.

ACCOUNTING CHANGES AND FUTURE ACCOUNTING STANDARDS

Accounting Standards Implemented effective January 1, 2020

- (i) IAS 1 and IAS 8, Definition of Material. In October 2018, the IASB issued amendments to the definition of material in IAS 1 and IAS 8 and provide guidance to improve consistency in the application of the concept whenever it is used. The mandatory effective date was for annual periods beginning on or after January 1, 2020. The amended standards had no impact on the consolidated financial statements.
- (ii) IFRS 3, Definition of a Business. In October 2018, the IASB issued an amendment that revises the definition of a business. The amendment aims to resolve the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The mandatory effective date was for annual periods beginning on or after January 1, 2020. The amended standard had no impact on the consolidated financial statements.
- (iii) IFRS 9/IAS 39 and IFRS 7, Interest Rate Benchmark Reform (Phase 1). In September 2019, the IASB issued amendments that provide temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by IBOR reform and require certain related disclosures. The mandatory effective date was for annual periods beginning on or after January 1, 2020. The amended standards had no impact on the consolidated financial statements.
- (iv) IFRS 16, COVID-19-Related Rent Concessions. In May 2020, the IASB issued an amendment to provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. The mandatory effective date was for annual periods beginning on or after June 1, 2020. The amended standard had no impact on the consolidated financial statements.

Future Accounting Standards

The following revised standards and amendments are effective for annual periods beginning on or after January 1, 2021, and with earlier application permitted. KPLP and KPT Management are in the process of assessing the impact of these standards and amendments, and have determined that the standards and amendments will not be early adopted.

- (i) IAS 1, Classification of Liabilities as Current or Non-current. In January 2020, the IASB issued an amendment to IAS 1 to clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. The mandatory effective date would be annual periods beginning on or after January 1, 2023, with early adoption permitted. The amended standard is not expected to have an impact on the consolidated financial statements.
- (ii) IFRS 3, Reference to Conceptual Framework. In May 2020, the IASB issued an amendment to IFRS 3 to (i) clarify references to the 2018 Conceptual Framework in order to determine what constitutes an asset or liability in a business combination, (ii) add an exception for certain liabilities and contingent liabilities to refer to IAS 37 or IFRIC 21 and (iii) clarify that an acquirer should not recognize contingent assets at the acquisition date. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have an impact on the consolidated financial statements.
- (iii) IAS 37, Onerous Contracts – Cost of Fulfilling a Contract. In May 2020, the IASB issued an amendment to IAS 37 to clarify which costs to include in estimating the cost of fulfilling a contract for the purpose of assessing whether that contract is onerous. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have an impact on the consolidated financial statements.
- (iv) IAS 16, Proceeds before Intended Use. In May 2020, the IASB issued an amendment to IAS 16 to clarify the

accounting for the net proceeds from selling any items produced while bringing an item of property, plant and equipment into use. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have an impact on the consolidated financial statements.

- (v) IFRS 9/IAS 39, IFRS 7, IFRS 4 and IFRS 16, Interest Rate Benchmark Reform (Phase 2). In August 2020, the IASB issued amendments that address issues arising from the implementation of interest rate benchmark reform, including the replacement of one benchmark with an alternative one. The mandatory effective date would be annual periods beginning on or after January 1, 2021, with early adoption permitted. The amended standards are not expected to have a significant impact on the consolidated financial statements.

SELECTED ANNUAL FINANCIAL INFORMATION

The following table provides selected financial information for KPT and KPLP:

(C\$ millions, unless otherwise stated)	December 31, 2020	December 31, 2019
KPT Financial Information		
Total assets	71.3	83.0
Total liabilities	5.0	5.9
KPLP Financial Information		
Total assets	1,951.3	1,623.6
Total liabilities	1,662.9	1,318.8

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table summarizes quarterly financial results for KPLP for the last eight quarters:

(C\$ millions, unless otherwise stated)	2020				2019			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Number of days in the period	92	91	91	91	92	92	91	90
Revenue	385.0	369.1	386.8	375.1	348.1	369.4	365.7	351.0
Net income (loss) for the period	(28.5)	18.5	28.9	8.4	(6.1)	10.5	0.9	(3.2)
Reconciliation of Net income (loss) to Adjusted EBITDA								
Net income (loss)	(28.5)	18.5	28.9	8.4	(6.1)	10.5	0.9	(3.2)
Interest expense	9.3	9.8	11.3	10.6	10.9	11.4	11.4	11.3
Income taxes	0.7	(0.7)	8.8	(0.1)	0.8	0.7	1.1	(0.2)
Depreciation and amortization	19.0	15.9	17.0	16.9	16.0	15.1	15.1	14.8
Foreign exchange (gain) loss	(10.4)	(3.4)	(5.8)	9.3	(0.8)	0.5	(1.0)	(0.7)
Change in amortized cost of								
Partnership units liability	36.2	5.8	2.5	2.5	22.3	1.5	1.5	1.5
Change in fair value of derivatives	-	-	-	(0.4)	0.4	(0.3)	0.3	-
Loss on sale of property, plant and equipment	0.9	-	-	-	-	-	-	-
Loss on sale of shares	-	-	-	-	-	0.6	-	-
Impairment charge	8.9	-	-	-	-	-	-	-
Restructuring costs, net	-	0.1	0.5	0.7	0.1	1.6	0.2	0.1
Consulting costs related to								
operational transformation initiatives	-	-	1.2	3.1	2.4	2.3	1.3	-
Corporate development related costs	0.1	0.2	-	-	-	0.1	0.7	-
Adjusted EBITDA	36.2	46.2	64.4	51.0	46.0	44.0	31.5	23.6

Results of Operations Q4 2020 compared to Q4 2019

Revenue

Revenue was \$385.0 million in Q4 2020 compared to \$348.1 million in Q4 2019, an increase of \$36.9 million or 10.6%. Revenue increased significantly due to sales volume increases in the Consumer segment in Canada and the U.S. resulting primarily from COVID-19 buying activity. The increases were partially offset by lower sales volume in the AFH segment resulting from the negative impact from COVID-19, Consumer U.S. selling prices, contractually tied to U.S. pulp prices, moderating lower and the unfavourable impact of foreign exchange fluctuations on U.S. sales (USD average 1.30 in Q4 2020 compared to 1.32 in Q4 2019). From a geographic perspective, revenue in Canada increased \$22.0 million or 9.9%, while revenue in the U.S. increased \$14.9 million, or 11.8%.

Cost of Sales

Cost of sales was \$332.2 million in Q4 2020 compared to \$294.1 million in Q4 2019, an increase of \$38.1 million or 13.0%. The increase was primarily due to higher sales volume, additional manufacturing overhead costs, in part due to precautions taken in our manufacturing facilities as a result of COVID-19 and a one-time hourly workforce bonus, start-up costs related to the TAD Sherbrooke Project of \$4.5 million, increased outsourcing costs compared to Q4 2019 required to meet continuing demand, and inflation. These increases were partially offset by slightly lower pulp costs and the favourable impact of foreign exchange fluctuations. Freight costs increased due to increased rates resulting from the complexity associated with shipping higher volumes in the current environment. As a percentage of revenue, cost of sales was 86.3% in Q4 2020 compared to 84.5% in Q4 2019.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses were \$36.7 million in Q4 2020 compared to \$26.4 million in Q4 2019, an increase of \$10.3 million or 38.8%. The increase compared to Q4 2019 was primarily due to increased investment in marketing to support the brands, higher compensation and personnel related costs, and increased spending on Information Technology. As a percentage of revenue, SG&A expenses were 9.5% in Q4 2020 compared to 7.6% in Q4 2019.

Adjusted EBITDA

Adjusted EBITDA was \$36.2 million in Q4 2020 compared to \$46.0 million in Q4 2019, a decrease of \$9.8 million or 21.3%. The decrease was primarily due to higher cost of sales as described above along with higher SG&A costs, partially offset by the favourable sales impact.

Impairment Charges

Impairment charges were \$8.9 million in Fiscal 2020, resulting from the impairment of goodwill associated with the AFH business segment. Refer to Critical Accounting Estimates – Impairment Tests for additional details.

Interest Expense

Interest expense was \$9.3 million in Q4 2020 compared to \$10.9 million in Q4 2019, a decrease of \$1.6 million. The decrease was primarily due to lower debt levels (excluding debt related to TAD Sherbrooke) and lower interest rates.

Other Expense

Other expense was \$25.8 million in Q4 2020 compared to \$21.9 million in Q4 2019. Other expense in Q4 2020 was related to a loss resulting from the change in amortized cost of Partnership units liability of \$36.2 million (Q4 2019 – \$22.3 million) (refer to Critical Accounting Estimates – Partnership Units Liability for additional details), partially offset by a foreign exchange gain on USD denominated debt of \$10.4 million (Q4 2019 – \$0.8 million). Other expense in Q4 2019 included a loss related to a change in the fair value of derivatives of \$0.4 million.

Income Taxes

An income tax expense of \$0.7 million was recorded in Q4 2020 compared to \$0.8 million in Q4 2019. KPLP is not directly taxable on its Canadian business. The income tax expense was primarily deferred tax. Income tax in partner's hands was an expense of \$6.9 million in Q4 2020 compared to \$0.1 million in Q4 2019.

Net Loss

Net loss was \$28.5 million in Q4 2020 compared to \$6.1 million in Q4 2019, a decrease of \$22.4 million. The decrease was primarily due to lower EBITDA of \$9.8 million, higher other expense of \$3.9 million, the impairment charge of \$8.9 million and higher depreciation expense of \$3.1 million, partially offset by lower consulting costs related to operational transformation initiatives of \$2.2 million and lower interest expense of \$1.6 million.

Segment Information Q4 2020 compared to Q4 2019

(C\$ millions, unless otherwise noted)	Q4 2020	Q4 2019	Q4 2020 vs. Q4 2019	
			\$ Change	% Change
Segment Revenue				
Consumer	333.2	285.6	47.6	16.7%
AFH	51.8	62.5	(10.7)	-17.1%
Total segment revenue	385.0	348.1	36.9	10.6%
Adjusted EBITDA				
Consumer	44.2	47.4	(3.2)	
AFH	(2.4)	(1.1)	(1.3)	
Corporate and other costs	(5.6)	(0.3)	(5.3)	
Total Adjusted EBITDA	36.2	46.0	(9.8)	

Consumer Segment

Q4 2020 compared to Q4 2019

Consumer segment revenue was \$333.2 million in Q4 2020 compared to \$285.6 million in Q4 2019, an increase of \$47.6 million or 16.7%. The increase in Consumer segment revenue was primarily due to the impact of favourable sales mix and significantly higher sales volumes in Canada and the U.S. resulting primarily from COVID-19 buying activity. Consumer U.S. selling prices, contractually tied to U.S. pulp prices, moderated lower.

Consumer Segment Adjusted EBITDA was \$44.2 million in Q4 2020 compared to \$47.4 million in Q4 2019, a decrease of \$3.2 million. The decrease in Adjusted EBITDA was primarily due to higher cost of sales as described above in Results of Operations for Q4 2020 and higher SG&A expenses, including advertising and promotion, partially offset by the favourable sales impact.

AFH Segment

Q4 2020 compared to Q4 2019

AFH segment revenue was \$51.8 million in Q4 2020 compared to \$62.5 million in Q4 2019, a decrease of \$10.7 million or 17.1%. The decrease was primarily due to lower sales volume as a result of the significantly negative impact of COVID-19 on AFH customer buying activity. AFH segment revenue decreased in both the U.S. and Canada.

AFH Segment Adjusted EBITDA was a loss of \$2.4 million in Q4 2020 compared to a loss of \$1.1 million in Q4 2019, an increase of \$1.3 million. The decrease was primarily due to lower sales volumes compared to Q4 2019.

Corporate and Other Costs

Q4 2020 compared to Q4 2019

Corporate and other costs include certain overhead costs, timing adjustments for certain manufacturing costs included in inventory not allocated to the Consumer and AFH segments and start-up costs related to the TAD Sherbrooke Project.

Corporate and other costs were a loss of \$5.6 million in Q4 2020 compared to a loss of \$0.3 million in Q4 2019, an increase of \$5.3 million resulting primarily from \$4.5 million of start-up costs related to the TAD Sherbrooke Project, partially offset by a decrease in certain overhead costs allocated to Corporate and other costs compared to Q4 2019.

SHARE INFORMATION

KPT's authorized share capital consists of an unlimited number of Common Shares. As of March 10, 2021, there were 9,784,692 Common Shares issued and outstanding. Pursuant to the Exchange Agreement, Kruger Inc. has the right to exchange KPLP Units it holds from time to time for Common Shares on the basis of one KPLP Unit for one Common Share, subject to adjustment as set out in the Exchange Agreement. If Kruger Inc. were to exchange all KPLP Units held by it as of March 10, 2021 for Common Shares, it would hold approximately 85.3% of the issued and outstanding Common Shares. As of March 10, 2021, there were no potentially dilutive instruments outstanding.

Pursuant to the Limited Partnership Agreement, KPLP may issue an unlimited number of KPLP Units. As of March 10, 2021, there were 66,724,825 KPLP Units issued and outstanding.

RISK FACTORS

For a detailed description of risk factors associated with KPT and KPLP, refer to the "Risk Factors" section of the 2020 Annual Information Form dated March 11, 2021 available on SEDAR at www.sedar.com. KPLP Management is not aware of any significant changes to the risk factors associated with KPT and KPLP from those disclosed at that time.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures and Internal Control over Financial Reporting

Disclosure controls and procedures within KPT and KPLP (collectively, the Corporations) have been designed to provide reasonable assurance that all relevant information is identified to its Chief Executive Officer (CEO), its Chief Financial Officer (CFO) and its Disclosure Policy Committee to ensure appropriate and timely decisions are made regarding public disclosure.

Internal controls over financial reporting have been designed by Management, under the supervision of, and with the participation of the Corporations' CEO and CFO, to provide reasonable assurance regarding the reliability of the Corporations' financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Corporations will file certifications, signed by the Corporations' CEO and CFO, with the Canadian Securities Administrators (CSA) upon filing of the Corporations' Annual Information Form. In those filings, the Corporations' CEO and CFO will certify, as required by National Instrument 52-109, the appropriateness of the financial disclosure, the design and effectiveness of the Corporations' disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting. The Corporations' CEO and CFO also certify the appropriateness of the financial disclosures in the Corporations' interim filings with securities regulators. In those interim filings, the Corporations' CEO and CFO also certify the design of the Corporations' disclosure controls and procedures and the design of internal controls over financial reporting.

The Corporations' Audit Committees reviewed this MD&A and the financial statements and notes of KPT and the consolidated financial statements and notes of KPLP, and the Corporations' Boards of Directors approved these documents prior to their release.

Changes in Internal Controls over Financial Reporting

There have been no changes to the Corporations' internal controls over financial reporting during Fiscal 2020 that have materially affected, or are reasonably expected to materially affect, its internal controls over financial reporting.

Management's Report on Disclosure Controls and Procedures

Management, under the supervision of and with the participation of the Corporations' CEO and CFO, evaluated the effectiveness of the Corporations' disclosure controls and procedures (as defined under National Instrument 52-109) and concluded, as of December 31, 2020, that such disclosure controls and procedures were effective.

Management's Report on Internal Controls over Financial Reporting

Management, under the supervision of and with the participation of the Corporations' CEO and CFO, evaluated the effectiveness of the Corporations' internal controls over financial reporting (as defined under National Instrument 52-109). In making this evaluation, Management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commissions (COSO) in Internal Control - Integrated Framework (2013). Based on that evaluation, Management and the CEO and CFO have concluded that, as of December 31, 2020, the Corporations' internal controls over financial reporting were effective. This evaluation took into consideration the Corporations' Corporate Disclosure Policy and the functioning of its Disclosure Policy Committee.

ADDITIONAL INFORMATION

Additional information relating to KPT and KPLP, including the Annual Information Form, is available on SEDAR at www.sedar.com.



KP TISSUE INC.

AUDITED FINANCIAL STATEMENT

FOR THE YEARS ENDED DECEMBER 31, 2020 AND DECEMBER 31, 2019



Independent auditor's report

To the Shareholders of KP Tissue Inc.

Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of KP Tissue Inc. (the Corporation) as at December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Corporation's financial statements comprise:

- the statements of financial position as at December 31, 2020 and 2019;
- the statements of comprehensive loss for the years then ended;
- the statements of changes in equity for the years then ended;
- the statements of cash flows for the years then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2
T: +1 416 863 1133, F: +1 416 365 8215

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Key audit matter

Impairment indicator assessment on the equity accounted investment in Kruger Products L.P.

Refer to note 1 – General information, note 3 – Summary of significant accounting policies, note 4 – Critical accounting estimates and judgments, note 5 – Investment in associate and note 9 – Economic dependence to the financial statements.

The Corporation was created to acquire, and its business is limited to holding, a limited partnership interest in Kruger Products L.P. (KPLP), which is accounted for as an investment in an associate using the equity method of accounting. As at December 31, 2020, the Corporation held a 14.7% interest in KPLP and the carrying amount of the Corporation's equity accounted investment in KPLP amounted to \$69.5 million.

Management assesses at each reporting period whether there is any objective evidence that indicates an impairment related to the investment in KPLP. Management applies judgment when assessing whether there is any objective evidence that would require an impairment test to be performed, including whether (i) KPLP has recognized impairment losses in its financial results; (ii) the recoverable amounts of KPLP's cash generating units tested for impairment have declined below the carrying amount of the Corporation's basis in KPLP's assets included in the investment in KPLP after taking into account the fair value increment for identifiable assets recorded on acquisition of interests in KPLP; or (iii) there is a significant decline in the market capitalization of the Corporation compared to its net assets. Management did not perform an impairment test as at December 31, 2020, as there was no objective evidence that indicated that an impairment test was required.

How our audit addressed the key audit matter

Our approach to addressing the matter included the following procedures, among others:

- Evaluated the reasonableness of management's impairment indicator assessment on the equity accounted investment in KPLP, which included the following:
 - Performed an audit of the consolidated financial statements of KPLP as at December 31, 2020. This included:
 - considering the financial performance of KPLP and the impact of recognized impairment losses, if any, in the consolidated financial statements of KPLP on the carrying amount of the Corporation's investment in KPLP;
 - comparing the recoverable amounts of KPLP's cash generating units tested for impairment to the carrying amount of the Corporation's basis in KPLP's assets included in the investment in KPLP after taking into account the fair value increment for identifiable assets recorded on acquisition of interests in KPLP; and
 - evaluating the completeness of management's impairment indicator assessment of whether there was any other objective evidence that indicates an impairment related to the investment in KPLP.
- Recalculated and compared the Corporation's market capitalization to its net assets as at December 31, 2020.



Key audit matter

How our audit addressed the key audit matter

We considered this a key audit matter due to the significance of the equity accounted investment in KPLP and the judgment applied by management when assessing whether there was any objective evidence that would require an impairment test to be performed. This resulted in a high degree of auditor judgment, subjectivity and effort in performing procedures to evaluate audit evidence relating to management's impairment indicator assessment.

Other information

Management is responsible for the other information. The other information comprises the KP Tissue Inc. and Kruger Products L.P. Management's Discussion and Analysis of Results of Operations and Financial Position, which we obtained prior to the date of this auditor's report and the information, other than the financial statements and our auditor's report thereon, included in the annual report, which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read the information, other than the financial statements and our auditor's report thereon, included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Corporation to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Aneil Manji.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
March 11, 2021

KP Tissue Inc.

Statement of Financial Position

(tabular amounts are in thousands of Canadian dollars)

	December 31, 2020	December 31, 2019
	\$	\$
Assets		
Current assets		
Distributions receivable	1,755	1,733
Receivable from Partnership	21	247
	<u>1,776</u>	<u>1,980</u>
Non-current assets		
Investment in associate (note 5)	<u>69,537</u>	<u>81,052</u>
Total assets	<u><u>71,313</u></u>	<u><u>83,032</u></u>
Liabilities		
Current liabilities		
Dividend payable (note 7)	1,755	1,733
Current portion of advances from Partnership (note 6)	874	80
Income tax payable	<u>1,722</u>	<u>944</u>
	<u>4,351</u>	<u>2,757</u>
Non-current liabilities		
Deferred income taxes (note 6)	<u>634</u>	<u>3,158</u>
Total liabilities	<u>4,985</u>	<u>5,915</u>
Equity		
Common shares (note 7)	20,355	18,997
Contributed surplus	144,819	144,819
Deficit	(111,907)	(100,696)
Accumulated other comprehensive income	<u>13,061</u>	<u>13,997</u>
Total equity	<u>66,328</u>	<u>77,117</u>
Total liabilities and equity	<u><u>71,313</u></u>	<u><u>83,032</u></u>
Subsequent events (notes 6 and 7)		

Approved by the Board of Directors

/s/ James Hardy
Director

/s/ François Vimard
Director

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

KP Tissue Inc.

Statement of Comprehensive Loss

For the years ended December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share and per share amounts)

	2020 \$	2019 \$
Equity loss (note 5)	(1,428)	(5,375)
Dilution gain (note 7)	634	574
Loss before income taxes	(794)	(4,801)
Income taxes (note 6)	1,159	1,727
Net loss for the year	(1,953)	(6,528)
Other comprehensive loss		
net of tax recovery (note 8)		
Items that will not be reclassified to net loss:		
Remeasurements of pensions	(1,841)	(4,769)
Remeasurements of post-retirement benefits	(442)	(200)
Items that may be subsequently reclassified to net loss:		
Cumulative translation adjustment	(936)	(2,380)
Total other comprehensive loss for the year	(3,219)	(7,349)
Comprehensive loss for the year	(5,172)	(13,877)
Basic loss per share	(0.20)	(0.68)
Weighted average number of shares outstanding	9,703,625	9,542,384

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

KP Tissue Inc.

Statement of Changes in Equity

For the years ended December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

	Common shares		Contributed surplus	Deficit	Accumulated other comprehensive income	Total equity
	#	\$	\$	\$	\$	\$
As of January 1, 2019	9,409,207	17,090	144,819	(82,269)	16,377	96,017
Issuance of common shares (note 7)	216,946	1,853	-	-	-	1,853
Dividends payable (note 7)	-	-	-	(1,733)	-	(1,733)
Dividends paid (note 7)	-	-	-	(5,143)	-	(5,143)
Fair value adjustment	-	54	-	(54)	-	-
Remeasurements of pensions	-	-	-	(4,769)	-	(4,769)
Remeasurements of post-retirement benefits	-	-	-	(200)	-	(200)
Cumulative translation adjustment	-	-	-	-	(2,380)	(2,380)
Net loss for the year	-	-	-	(6,528)	-	(6,528)
As of December 31, 2019	<u>9,626,153</u>	<u>18,997</u>	<u>144,819</u>	<u>(100,696)</u>	<u>13,997</u>	<u>77,117</u>
As of January 1, 2020	9,626,153	18,997	144,819	(100,696)	13,997	77,117
Issuance of common shares (note 7)	125,618	1,373	-	-	-	1,373
Dividends payable (note 7)	-	-	-	(1,755)	-	(1,755)
Dividends paid (note 7)	-	-	-	(5,235)	-	(5,235)
Fair value adjustment	-	(15)	-	15	-	-
Remeasurements of pensions	-	-	-	(1,841)	-	(1,841)
Remeasurements of post-retirement benefits	-	-	-	(442)	-	(442)
Cumulative translation adjustment	-	-	-	-	(936)	(936)
Net loss for the year	-	-	-	(1,953)	-	(1,953)
As of December 31, 2020	<u>9,751,771</u>	<u>20,355</u>	<u>144,819</u>	<u>(111,907)</u>	<u>13,061</u>	<u>66,328</u>

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

KP Tissue Inc.

Statement of Cash Flows

For the years ended December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars)

	2020 \$	2019 \$
Cash flows from (used in) operating activities		
Net loss for the year	(1,953)	(6,528)
Items not affecting cash		
Equity loss	1,428	5,375
Dilution gain	(634)	(574)
Income taxes	1,159	1,727
Total items not affecting cash	1,953	6,528
Net change in non-cash working capital (note 10)	146	189
Tax payments	(1,801)	-
Tax Distribution received	781	-
Advances received (paid)	874	(189)
Net cash from (used in) operating activities	-	-
Cash flows from investing activities		
Partnership unit distributions received	5,595	4,984
Net cash from investing activities	5,595	4,984
Cash flows used in financing activities (note 11)		
Dividends paid, net (note 7)	(5,595)	(4,984)
Net cash used in financing activities	(5,595)	(4,984)
Increase (decrease) in cash and cash equivalents during the year	-	-
Cash and cash equivalents - Beginning of year	-	-
Cash and cash equivalents - End of year	-	-

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

KP Tissue Inc.

Notes to Financial Statements

December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

1 General information

KP Tissue Inc. (KPT or the Corporation) was incorporated by articles of incorporation under the Canadian Business Corporations Act on October 1, 2012. As of December 31, 2020, the Corporation held a 14.7% (December 31, 2019 – 15.2%) interest in Kruger Products L.P. (KPLP or the Partnership), whose principal business is to produce, distribute, market and sell a wide range of disposable tissue products, including bathroom tissue, facial tissue, paper towels and napkins for both the consumer and away-from-home markets in North America. The Corporation's headquarters are located in Mississauga, Ontario, Canada.

2 Basis of presentation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), and with interpretations of the International Financial Reporting Committee which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook - Accounting. The financial statements have been prepared using the historical cost convention.

The financial statements were approved by the board of directors on March 10, 2021.

3 Summary of significant accounting policies

The significant accounting policies used in the preparation of these financial statements are as follows:

(a) Investments in associates

Associates are entities over which the Corporation has significant influence but not control. The Corporation accounts for its investment in associates using the equity method. Under the equity method, the investment is initially recognized at cost and the carrying amount is adjusted for the Corporation's share of profits or losses of associates recognized in the statement of comprehensive income (loss) and its share of other comprehensive income (loss) of associates included in other comprehensive income (loss).

Unrealized gains on transactions between the Corporation and an associate are eliminated to the extent of the Corporation's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Dilution gains and losses arising from changes in interests in investments in associates are recognized in the statement of comprehensive income (loss).

The Corporation assesses at each reporting period whether there is any objective evidence that its interests in investments in associates are impaired. If so, the carrying value of the Corporation's share of the underlying assets of associates is written down to its net recoverable amount (being the higher of fair value, less cost to sell and value in use) and the loss is charged to the statement of comprehensive income (loss).

(b) Income tax

Income tax comprises current and deferred tax. Income tax is recognized in the statement of comprehensive income (loss) except to the extent that it relates to items recognized directly in other comprehensive income (loss) or directly in equity, in which case the income tax is also recognized directly in other comprehensive income (loss) or equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not recognized if it arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Corporation and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset is realized or liability is settled. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are presented as non-current.

(c) Share capital

Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from equity.

(d) Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net income (loss) for the period attributable to equity owners of the Corporation by the weighted average number of common shares outstanding during the period.

Diluted EPS is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method. The Corporation does not currently have any potentially dilutive instruments.

(e) Accounting standards issued but not yet applied

- (i) IAS 1, Classification of Liabilities as Current or Non-current. In January 2020, the IASB issued an amendment to IAS 1 to clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. The mandatory effective date would be annual periods beginning on or after January 1, 2023, with early adoption permitted. The amended standard is not expected to have an impact on the financial statements.
- (ii) IFRS 3, Reference to Conceptual Framework. In May 2020, the IASB issued an amendment to IFRS 3 to (i) clarify references to the 2018 Conceptual Framework in order to determine what constitutes an asset or liability in a business combination, (ii) add an exception for certain liabilities and contingent liabilities to refer to IAS 37 or IFRIC 21 and (iii) clarify that an acquirer should not recognize contingent assets at the acquisition date. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have an impact on the financial statements.

KP Tissue Inc.

Notes to Financial Statements

December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

4 Critical accounting estimates and judgments

The preparation of these financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements and the disclosure of contingencies at the dates of the statement of financial position, and the reported amounts of revenues and expenses during the reporting period. On a regular basis and with the information available, management reviews its estimates and judgements, including those related to fair value and the basis of accounting. Actual results could differ from those estimates. When adjustments become necessary, they are reported in earnings in the period in which they occur.

Equity method of accounting

The equity method of accounting is being applied by the Corporation as it relates to its investment in KPLP. The conclusion to account for an investment using the equity method, particularly when the percentage of ownership is below 20%, is based on an assessment of several facts and circumstances and ultimately requires significant judgment in reaching a conclusion. Management has reviewed the agreements and made an assessment of the rights of the Corporation. Based on the Corporation having four of ten seats on the board of directors of KPGP Inc. (KPGP), management has concluded that the Corporation has the ability to exercise significant influence over KPLP.

Impairment test

The Corporation is required to perform an impairment test on its investment in KPLP if there is objective evidence that indicates that the investment may be impaired. Management applies judgment when assessing whether there is any objective evidence that would require an impairment test to be performed, including whether (i) KPLP has recognized impairment losses in its financial results; or (ii) the recoverable amounts of KPLP's cash generating units tested for impairment have declined below the carrying amount of the Corporation's basis in KPLP's assets included in the investment in KPLP after taking into account the fair value increment for identifiable assets recorded on acquisition of interests in KPLP; or (iii) there is a significant decline in the market capitalization of the Corporation compared to its net assets. During the year ended December 31, 2020, management considered the impact of various events, including COVID-19, on the Corporation's assessment of whether there was objective evidence that its investment in KPLP may be impaired. Management concluded the future forecasts that support the investment value had not changed significantly and as a result no triggering event had occurred requiring an impairment test to be performed. While management concluded that there was no objective evidence to indicate that an impairment test was required as at December 31, 2020, the duration and severity of the COVID-19 pandemic could result in future impairment charges.

Partnership units

On December 13, 2012, in connection with the issuance of Partnership units to KPT, the Limited Partnership Agreement was amended to require KPLP, subject to compliance with contractual obligations and applicable law, to make distributions to its partners in such amounts as would enable KPT to discharge its obligation to pay federal and provincial income taxes (the Tax Distribution). Each partner is entitled to its share of the Tax Distribution made in respect of any given year.

Income taxes

The Corporation has not recognized at the date of acquisition the deferred tax assets and liabilities related to the differences between the accounting and tax basis of KPLP's assets and liabilities. Accordingly, the Corporation is tracking temporary differences that are subject to the initial recognition exemption and recognizes newly created temporary differences as they arise. The determination of the temporary differences that are subject to the initial recognition exemption requires significant judgment.

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

COVID-19

In March 2020, the World Health Organization characterized the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, as a global pandemic. This has resulted in local governments enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses in the United States of America and Canada resulting in an economic slowdown. Equity markets have experienced significant volatility and weakness and the local governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. There is significant uncertainty as to the likely effects of this outbreak. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments to quantify the impact this pandemic may have on the financial results and condition of KPLP in future periods.

Since KPLP sells products that help consumers with their daily hygiene and cleaning needs, the COVID-19 pandemic has not had a negative impact on KPLP’s results. In fact, during the year ended December 31, 2020, KPLP experienced a significant increase in demand and consumption in the Consumer Segment caused in part by changing consumer habits and pantry loading, resulting in increased net sales. In the future, the pandemic may cause reduced demand for KPLP’s products if it results in a global economic recession. It could also lead to volatility in consumer access to KPLP’s products due to government actions impacting KPLP’s ability to produce and ship products or impacting consumers’ movements and access to KPLP’s products. Management believes that over the long term there will continue to be strong demand for KPLP’s products. However, the timing and extent of demand recovery in KPLP’s North American markets, the timing and impact of potential consumer pantry destocking in North American markets, and product demand trends caused by future economic trends are unclear. Accordingly, there may be heightened volatility in net sales and resulting earnings during and subsequent to the duration of the pandemic. KPLP’s retail customers are also being impacted by the pandemic. Their success in addressing the issues and maintaining their operations could impact consumer access to, and as a result, sales of KPLP’s products.

During the year ended December 31, 2020, the pandemic has not materially impacted KPLP’s operations or demand for KPLP’s products and, as a result, has also not negatively impacted KPLP’s liquidity position. KPLP continues to generate operating cash flows to meet KPLP’s short-term liquidity needs. However, uncertainty resulting from the pandemic could result in an unforeseen disruption to KPLP’s supply chain (for example a closure of a key manufacturing or distribution facility or the inability of a key supplier or transportation supplier to source and transport materials) that could impact KPLP’s operations.

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

5 Investment in associate

Changes in the carrying amount of the investment were as follows:

	<u>\$</u>
As of January 1, 2019	99,421
Investment in associate	1,853
Share of income	325
Depreciation of fair value increments	(5,700)
Share of other comprehensive loss	(8,545)
Dilution gain	574
Partnership unit distributions	(6,876)
As of December 31, 2019	<u>81,052</u>
As of January 1, 2020	81,052
Investment in associate	1,373
Share of income	4,058
Depreciation of fair value increments	(5,486)
Share of other comprehensive loss	(4,323)
Dilution gain	634
Tax Distribution	(781)
Partnership unit distributions	(6,990)
As of December 31, 2020	<u><u>69,537</u></u>

The equity loss was comprised of the following components:

	2020	2019
	<u>\$</u>	<u>\$</u>
Share of income	4,058	325
Depreciation of fair value increments	(5,486)	(5,700)
	<u>(1,428)</u>	<u>(5,375)</u>

The following summarizes financial information about the assets, liabilities, revenue and net income of KPLP, in which the Corporation held a 14.7% interest as of December 31, 2020 (December 31, 2019 – 15.2%). The financial information was derived from the consolidated financial statements of KPLP for the year ended December 31, 2020. The assets and liabilities disclosed include the fair value adjustments made to the carrying amount of the assets and liabilities of the associate on its acquisition.

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

	December 31, 2020		
	KPLP basis of accounting	FV increment	KPT basis of accounting
	\$	\$	\$
Current assets	447,047	-	447,047
Non-current assets	1,504,277	388,562	1,892,839
Liabilities to non-unitholders	1,477,498	-	1,477,498
Partnership units liability	185,424	-	185,424
Net assets	288,402		
	Year ended December 31, 2020		
	\$		
Revenue	1,515,983		
Net income	27,306		
Other comprehensive loss	(27,526)		
Total comprehensive loss	(220)		
	December 31, 2019		
	KPLP basis of accounting	FV increment	KPT basis of accounting
	\$	\$	\$
Current assets	382,009	-	382,009
Non-current assets	1,241,602	426,181	1,667,783
Liabilities to non-unitholders	1,175,294	-	1,175,294
Partnership units liability	143,515	-	143,515
Net assets	304,802		
	Year ended December 31, 2019		
	\$		
Revenue	1,434,113		
Net income	2,098		
Other comprehensive loss	(51,570)		
Total comprehensive loss	(49,472)		

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

The following shows the reconciliation of KPT's portion of KPLP equity to the investment recorded in KPT:

	December 31, 2020	December 31, 2019
	\$	\$
KPLP consolidated equity	288,402	304,802
Add back: Inception value of Partnership units liability	118,562	118,562
Less: Equity pertaining to Kruger Inc. and KPGP	<u>(272,950)</u>	<u>(283,700)</u>
Equity pertaining to KPT	134,014	139,664
Investment in associate recorded in KPT	<u>69,537</u>	<u>81,052</u>
Reconciling difference	64,477	58,612
Reconciling items since inception:		
Equity issuance costs	(11,110)	(11,110)
Depreciation of FV increments	48,633	43,147
Currency translation adjustment in fair value increments	(3,130)	(3,362)
Tax Distribution	4,656	3,875
Gain on exercise of overallotment option	(375)	(375)
Dilution gain	(2,197)	(1,563)
Impairment in investment in associate	<u>28,000</u>	<u>28,000</u>
	<u>-</u>	<u>-</u>

With respect to KPT's investment in KPLP, the liability of KPT for the debts, liabilities and other obligations of KPLP is limited to KPT's capital contribution to KPLP.

On January 15, 2020, April 15, 2020, July 15, 2020, and October 15, 2020, in connection with the Corporation Distribution Reinvestment Plan (DRIP), a portion of the dividends received by the shareholders was used to acquire an additional 125,618 common shares of the Corporation for proceeds of \$1.4 million (note 7).

6 Income taxes

The Corporation is required to pay income tax on its share of the taxable income of KPLP. The Corporation has not recognized at the date of acquisition the deferred tax assets and liabilities related to the differences between the accounting and tax basis of KPLP's assets and liabilities. Accordingly, the Corporation is tracking the temporary differences that were subject to the initial recognition exemption and recognizes newly created temporary differences as they arise.

The major components of income taxes recognized in the statement of comprehensive loss were as follows:

	2020	2019
	\$	\$
Current tax expense	2,579	1,007
Deferred tax expense (recovery)	<u>(1,420)</u>	<u>720</u>
	<u>1,159</u>	<u>1,727</u>

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

Details of the provision for income taxes were as follows:

	2020	2019
	\$	\$
Income tax at statutory rate of 26%	(206)	(1,248)
Permanent differences and other	10	28
Dilution gain	(165)	(149)
Taxed in hands of subsidiaries	(493)	287
Realization of previously unrecognized tax attributes	1,451	1,698
Change in basis of investment in associate	562	1,111
	<u>1,159</u>	<u>1,727</u>

Components of the deferred income tax liability were as follows:

	December 31, 2020	December 31, 2019
	\$	\$
Deferred tax liability (asset)		
ROU assets and lease liabilities	(829)	(965)
Pensions	(1,084)	(366)
Partnership units liability	(3,692)	(1,953)
Property, plant and equipment	7,043	6,818
Other	(804)	(376)
	<u>634</u>	<u>3,158</u>

The analysis of the deferred tax liability were as follows:

	December 31, 2020	December 31, 2019
	\$	\$
Deferred tax liabilities to be realized greater than 12 months	<u>634</u>	<u>3,158</u>
	<u>634</u>	<u>3,158</u>

In addition to the above, the Corporation has a deferred tax asset of \$8.3 million (December 31, 2019 - \$6.4 million) related to the Investment in associate which has not been recognized in the financial statements for the year ended December 31, 2020.

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

The movement in the deferred tax liability was as follows:

	<u>\$</u>
As of January 1, 2019	3,634
Charge to net income	720
Charge to other comprehensive loss	
- remeasurements of cumulative translation adjustment	(355)
Charge to other comprehensive loss	
- remeasurements of post-retirement benefits	(128)
Charge to other comprehensive loss	
- remeasurements of pensions	(713)
As of December 31, 2019	<u>3,158</u>
As of January 1, 2020	3,158
Charge to net loss	(1,420)
Charge to other comprehensive loss	
- remeasurements of cumulative translation adjustment	(140)
Charge to other comprehensive loss	
- remeasurements of post-retirement benefits	(282)
Charge to other comprehensive loss	
- remeasurements of pensions	(682)
As of December 31, 2020	<u><u>634</u></u>

On December 13, 2012, in connection with the issuance of Partnership units to KPT, Limited Partnership Agreement was amended to require KPLP, subject to compliance with contractual obligations and applicable law, to make distributions to its partners in such amounts as would enable KPT to discharge its obligation to pay federal and provincial income taxes (the Tax Distribution). Each partner is entitled to its share of the Tax Distribution made in respect of any given year.

Pursuant to the Tax Distribution as defined in the Partnership Agreement, on February 28, 2020, KPT received a Tax Distribution of \$0.8 million from KPLP for purposes of settling its obligation for federal and provincial taxes, for the year ended December 31, 2019. The Tax Distribution was used to settle the outstanding advance to KPT in the amount of \$0.1 million as of December 31, 2019. During the year ended December 31, 2020, pursuant to the Tax Distribution as defined in the Partnership Agreement, KPT received an advance from KPLP of \$0.9 million to pay the monthly tax instalments. The advances are non-interest bearing and non-recourse in nature and were offset against the Tax Distribution of \$2.6 million declared and paid by KPLP on February 26, 2021.

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

7 Dividends

During the years ended December 31, 2020 and December 31, 2019, the Corporation paid a quarterly dividend of \$0.18 per common share to shareholders. Pursuant to the Corporation Dividend Reinvestment Plan (DRIP), a portion of the dividend was reinvested by the shareholders, resulting in the Corporation issuing common shares. The proceeds were used to acquire additional units of KPLP. The dividends paid, the additional common shares issued at the share price, and the gross proceeds were as follows:

				2020
	Dividends paid	Share price	Issuance of Common shares	Gross proceeds
Dividend Payment Date	\$	\$	#	\$
January 15, 2020	1,733	9.84	34,545	340
April 15, 2020	1,739	9.92	34,131	339
July 15, 2020	1,745	11.16	30,924	345
October 15, 2020	1,751	13.41	26,018	349
	<u>6,968</u>		<u>125,618</u>	<u>1,373</u>
				2019
	Dividends paid	Share price	Issuance of Common shares	Gross proceeds
Dividend Payment Date	\$	\$	#	\$
January 15, 2019	1,694	8.36	65,308	546
April 15, 2019	1,705	8.70	48,921	426
July 15, 2019	1,714	8.16	53,328	435
October 15, 2019	1,724	9.04	49,389	446
	<u>6,837</u>		<u>216,946</u>	<u>1,853</u>

On January 15, 2021, the Corporation paid a dividend of \$1.8 million to shareholders at \$0.18 per common share. Pursuant to the Corporation DRIP, a portion of the dividend was reinvested by the shareholders, resulting in the Corporation issuing 32,921 common shares at a price of \$10.70.

Subsequent to December 31, 2020, the Corporation declared a dividend of \$0.18 per common share to shareholders, payable on April 15, 2021.

As a result of the DRIP and Kruger's reinvestment of its distribution from KPLP in units of KPLP, a dilution gain of \$0.6 million was recorded during the year ended December 31, 2020 (2019 - \$0.6 million).

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

8 Income tax recovery on other comprehensive loss

Income tax recovery on other comprehensive loss were as follows:

	2020	2019
	\$	\$
Items that will not be reclassified to net loss:		
Remeasurements of pensions	(2,523)	(5,482)
Income tax recovery	682	713
Net of income tax recovery	(1,841)	(4,769)
 Remeasurements of post-retirement benefits	 (724)	 (328)
Income tax recovery	282	128
Net of income tax recovery	(442)	(200)
 Items that may be subsequently reclassified to net loss:		
Cumulative translation adjustment	(1,076)	(2,735)
Income tax recovery	140	355
Net of income tax recovery	(936)	(2,380)
Total other comprehensive loss for the year	(3,219)	(7,349)

9 Economic dependence

The Corporation was created to acquire, and its business is limited to holding, a limited partnership interest in KPLP, which is accounted for as an investment in an associate using the equity method of accounting. As such, the Corporation is economically dependent on KPLP and exposed to all the risks associated with the business of KPLP, including, but not limited to, liquidity risk.

10 Non-cash working capital

The change in non-cash working capital on the statement of cash flows comprised the following:

	2020	2019
	\$	\$
Decrease in receivable from Partnership	146	22
Decrease in income taxes	-	167
	146	189

KP Tissue Inc.
Notes to Financial Statements
December 31, 2020 and December 31, 2019

(tabular amounts are in thousands of Canadian dollars, except share amounts)

11 Cash flows used in financing activities

The change in financing activities on the statement of cash flows comprised the following:

	Dividend payable \$	Common shares \$	Total \$
As of January 1, 2019	1,694	17,090	18,784
Dividends paid	(6,837)	1,853	(4,984)
Movements not in financing activities	6,876	54	6,930
As of December 31, 2019	1,733	18,997	20,730
As of January 1, 2020	1,733	18,997	20,730
Dividends paid	(6,968)	1,373	(5,595)
Movements not in financing activities	6,990	(15)	6,975
As of December 31, 2020	1,755	20,355	22,110

SHAREHOLDER INFORMATION

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Telephone: 1 866 393-4891
Fax: 416 361-0470
www.tsxtrust.com

STOCK EXCHANGE LISTING

Toronto Stock Exchange
Stock Symbol: KPT

AUDITORS

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PwC Tower
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Toronto, Ontario M5J 0B2

BOARD OF DIRECTORS

The Board of Directors of KPT consists of four members. In keeping with best practices of corporate governance, three directors (and all board committee members) are independent of management. They also represent an exceptionally strong base of experience in consumer products, business management, finance, accounting and capital markets.

François Vimard (Chair and Independent Director)^{(1) (3) (4)}

James Hardy (Independent Director)^{(1) (3) (4)}

Michel Letellier (Independent Director)^{(1) (2) (3)}

Louise Denys Wendling (Director)

⁽¹⁾ Member of the Corporation Audit Committee and the KPGP Audit Committee

⁽²⁾ Member of the KPGP HR & Compensation Committee

⁽³⁾ Member of the Corporation Nominating and Governance Committee

⁽⁴⁾ Member of the KPGP Governance Committee

For complete information about Board Members and Corporate Governance, please visit www.kptissueinc.com

ANNUAL MEETING OF SHAREHOLDERS

In the context of the COVID-19 pandemic, the Annual Meeting of Shareholders will be held in a virtual-only format which will be conducted via live webcast online at <https://web.lumiagm.com/239265926> on June 9, 2021 at 2:00 p.m. (EST).

DESIGNED AND WRITTEN BY

MaisonBrison Communications

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TRUSTED AND BEST LOVED TISSUE
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Making everyday life more comfortable.



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