



Q3, 2014  
Management's  
Discussion &  
Analysis

**dependable.**

K-Bro Linen Inc.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following Management's Discussion and Analysis ("MD&A") is supplemental to, and should be read in conjunction with, the unaudited interim condensed Consolidated Financial Statements of K-Bro Linen Inc. ("the Corporation") for the three and nine months ended September 30, 2014 and the audited Consolidated Financial Statements, as well as the MD&A, for the year ended December 31, 2013. The Corporation and its wholly-owned subsidiaries, including K-Bro Linen Systems Inc., are collectively referred to as "K-Bro" in this MD&A.

Management is responsible for the information contained in this MD&A and its consistency with information presented to the Audit Committee and Board of Directors. All information in this document has been reviewed and approved by the Audit Committee and Board of Directors. This review was performed by management with information available as of November 13, 2014.

In the interest of providing current Shareholders of K-Bro Linen Inc. and potential investors with information regarding current results and future prospects, our public communications often include written or verbal forward-looking statements. Forward-looking statements are disclosures regarding possible events, conditions, or results of operations that are based on assumptions about future economic conditions and courses of action, and include future-oriented financial information.

This MD&A contains forward-looking information that represents internal expectations, estimates or beliefs concerning, among other things, future activities or future operating results and various components thereof. The use of any of the words "anticipate", "continue", "expect", "may", "will", "project", "should", "believe", and similar expressions suggesting future outcomes or events are intended to identify forward-looking information. Statements regarding such forward-looking information reflect management's current beliefs and are based on information currently available to management.

These statements are not guarantees of future performance and are based on management's estimates and assumptions that are subject to risks and uncertainties, which could cause K-Bro's actual performance and financial results in future periods to differ materially from the forward-looking information contained in this MD&A. These risks and uncertainties include, among other things: (i) risks associated with acquisitions, including the possibility of undisclosed material liabilities; (ii) K-Bro's competitive environment; (iii) utility and labour costs; (iv) K-Bro's dependence on long-term contracts with the associated renewal risk; (v) increased capital expenditure requirements; (vi) reliance on key personnel; (vii) changing trends in government outsourcing; and (viii) the availability of future financing. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information include: (i) volumes and pricing assumptions; (ii) expected impact of labour cost initiatives; and (iii) the level of capital expenditures. Although the forward-looking information contained in this MD&A is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Certain statements regarding forward-looking information included in this MD&A may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this MD&A.

All forward-looking information in this MD&A is qualified by these cautionary statements. Forward-looking information in this MD&A is presented only as of the date made. Except as required by law, K-Bro does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

This MD&A also makes reference to certain measures in this document that do not have any standardized meaning as prescribed by IFRS or previous Canadian GAAP and, therefore, are considered additional GAAP measures. These measures may not be comparable to similar measures presented by other issuers. Please see "*Terminology*" for further discussion.

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## INTRODUCTION

### Core Business

K-Bro is the largest owner and operator of laundry and linen processing facilities in Canada. K-Bro provides a comprehensive range of general linen and operating room linen processing, management and distribution services to healthcare institutions, hotels and other commercial accounts. K-Bro currently has eight processing facilities in seven Canadian cities including Victoria, Vancouver, Calgary, Edmonton, Toronto, Montréal and Québec City.

### Industry and Market

K-Bro provides laundry and linen services to Canadian healthcare, hospitality and other commercial customers. Typical services offered by K-Bro include the processing, management and distribution of general and operating room linens, including sheets, blankets, towels, surgical gowns and drapes and other linen. Other types of processors in K-Bro's industry in Canada include independent privately-owned facilities (i.e. typically small, single facility companies), public sector central laundries and public and private sector on-premise laundries (known as "OPLs"). Participants in other sectors of the laundry and linen services industry, such as uniform rental companies (which own and launder uniforms worn by their customers' employees) and facilities management companies (which manage public sector central laundries and OPLs), typically do not offer services that significantly overlap with those offered by K-Bro.

Our partnerships with healthcare institutions and hospitality clients across Canada demonstrate K-Bro's commitment to build relationships that foster continuous improvement, provide flexibility to adjust to changing circumstances as required and which incorporate incentives, penalties and sharing of risks and rewards as circumstances warrant. As a result, clients across the country have entered into long-term relationships with us, with most having renewed their contracts several times.

In this competitive industry, K-Bro is distinctive in Canada in its ability to deliver products and services that provide value to our customers. Management believes that the healthcare and hospitality sectors of the laundry and linen services industry represent a stable base of annual recurring business with opportunities for growth as additional healthcare beds and funds are made available to meet the needs of an aging demographic.

## SELECTED QUARTERLY FINANCIAL INFORMATION

<i>(thousands, except share and per share amounts)</i>	Three Months Ended September 30,		
	2014	2013	2012
Revenue	\$ 36,028	\$ 34,551	\$ 33,013
Earnings before income taxes	5,182	3,674	4,183
Net earnings	3,751	2,571	2,959
<i>Net earnings per share:</i>			
Basic	\$ 0.53	\$ 0.37	\$ 0.42
Diluted	\$ 0.53	\$ 0.36	\$ 0.42
Total assets	117,983	107,911	94,166
Long-term debt	21,908	17,028	7,787
Dividends declared to Shareholders	2,137	2,039	2,028
Dividends declared to Shareholders per share	\$ 0.300	\$ 0.288	\$ 0.288
<i>Number of shares outstanding:</i>			
Basic	7,041,704	7,031,487	7,007,015
Diluted	7,095,889	7,054,936	7,040,017

<i>(thousands, except share and per share amounts)</i>	Nine Months Ended September 30,		
	2014	2013	2012
Revenue	\$ 102,647	\$ 98,858	\$ 94,704
Earnings before income taxes	12,658	11,593	11,444
Net earnings	9,115	8,219	8,391
<i>Net earnings per share:</i>			
Basic	\$ 1.30	\$ 1.17	\$ 1.20
Diluted	\$ 1.29	\$ 1.17	\$ 1.20
Total assets	117,983	107,911	94,166
Long-term debt	21,908	17,028	7,787
Dividends declared to Shareholders	6,278	6,103	5,949
Dividends declared to Shareholders per share	\$ 0.883	\$ 0.862	\$ 0.846
<i>Number of shares outstanding:</i>			
Basic	7,035,718	7,019,737	6,972,843
Diluted	7,089,544	7,041,823	7,005,845

## SUMMARY OF INTERIM RESULTS AND KEY EVENTS

### Regina Facility Development

Management estimates that the costs to commission a new facility in Regina are expected to be approximately \$34.5 million for new efficiency enhancing equipment, land and building. Costs associated with the new facility began to be incurred in Q2, 2014 and will continue to be incurred until Q3, 2015. As at September 30, 2014, K-Bro has incurred \$7.0 million of the total expected capital cost. Management expects the new facility to commence processing in Q3, 2015.

### Effects of Economic Uncertainty

K-Bro feels that it is positioned to withstand market volatility and uncertainty given that:

- Approximately 64.0% of its revenues in the quarter were from large publicly funded healthcare customers which are geographically diversified across multiple provinces;
- At September 30, 2014, K-Bro had unutilized borrowing capacity of \$17.4 million or 43.6% of the revolving credit line available; and,
- K-Bro's prudent approach to managing capital has added cash flow and liquidity to the Corporation, thereby improving its ability to withstand the turmoil in the national and global capital markets.

K-Bro is a participant in the temporary foreign worker ("TFW") program in our facilities where genuine labour shortages exist, predominantly within our Alberta plants. During the quarter, the federal government reviewed the TFW program and implemented various rule changes. These changes include stricter application requirements, higher application fees, caps on TFW in low wage positions, refusal of applications in regions of high unemployment, reduction to work permit durations, and increased government inspections. The rule changes, if implemented as set out, are not expected to have a material effect on the financial results or operations of the Corporation.

## KEY PERFORMANCE DRIVERS

K-Bro's key performance drivers focus on growth, profitability, stability and cost containment in order to maintain dividends and maximize Shareholder value. The following outlines our results on a period-to-period comparative basis in each of these areas:

<i>(thousands, except percentages)</i>		Q3, 2014	Q3, 2013	YTD 2014	YTD 2013
Category	Indicator				
Growth	EBITDA <sup>(1)</sup>	32.8%	-14.9%	11.2%	-4.5%
	Adjusted EBITDA <sup>(2)</sup>	18.1%	-4.3%	7.0%	-0.7%
	Revenue	4.3%	4.7%	3.8%	4.4%
	Distributable cash flow	38.0%	-20.4%	12.0%	-6.8%
Profitability	EBITDA <sup>(1)</sup>	\$ 7,617	\$ 5,735	\$ 19,908	\$ 17,896
	EBITDA margin	21.1%	16.6%	19.4%	18.1%
	Adjusted EBITDA <sup>(2)</sup>	\$ 7,617	\$ 6,448	\$ 19,908	\$ 18,609
	Adjusted EBITDA margin <sup>(2)</sup>	21.1%	18.7%	19.4%	18.8%
	Net earnings	\$ 3,751	\$ 2,571	\$ 9,115	\$ 8,219
	Adjusted net earnings <sup>(3)</sup>	\$ 3,751	\$ 3,070	\$ 9,115	\$ 8,718
Stability	Debt to total capitalization <sup>(4)</sup>	22.7%	19.4%	22.7%	19.4%
	Unutilized line of credit	\$ 17,442	\$ 22,322	\$ 17,442	\$ 22,322
	Payout ratio	36.7%	48.4%	40.9%	44.5%
	Dividends declared per share	\$ 0.300	\$ 0.288	\$ 0.883	\$ 0.862
Cost containment	Wages and benefits	44.9%	46.8%	44.8%	46.3%
	Utilities	6.0%	6.0%	6.6%	6.3%
	Expenses included in EBITDA	78.9%	83.4%	80.6%	81.9%

<sup>(1)</sup> EBITDA is defined as revenue less operating expenses (which equates to net earnings before income tax, gain or loss on disposals, financial charges and depreciation and amortization). See *Terminology*.

<sup>(2)</sup> Adjusted EBITDA is defined as EBITDA (defined above) plus or minus non-recurring, infrequent and/or unusual transactions which did not occur during the preceding two years and are not expected to recur within the next two years. See *Terminology* for a complete description of the adjusted items.

<sup>(3)</sup> Adjusted net earnings is defined as net earnings plus or minus non-recurring, infrequent and/or unusual transactions net of corporate income taxes which did not occur during the preceding two years and are not expected to recur within the next two years. See *Terminology* for a complete description of the adjusted items.

<sup>(4)</sup> Debt to total capitalization is defined as total debt divided by total capital. See *Terminology*.

## OUTLOOK

K-Bro's focus is on profitable growth in the years to come as we execute our strategy of expanding

geographically and adding new services for our customers. K-Bro is committed to building value for our shareholders, our customers and our employees. Because most hospitality clients and healthcare institutions are under long-term contract, with pricing mainly dictated by macroeconomic factors including inflation and consumer price indices, Management believes that fiscal 2014 will show an increase in revenue compared to 2013.

K-Bro also has several proposals pending and has entered into discussions with potential new customers. In addition, K-Bro continues to seek potential acquisition candidates. Neither the timing nor the degree of likelihood of success of any of these proposals or acquisitions can be stated with any degree of accuracy.

## RESULTS OF OPERATIONS

### Quarterly Financial Information

The following table provides certain selected consolidated financial and operating data prepared by K-Bro management for the preceding eight quarters:

	2014			2013			2012	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Healthcare revenue	23,068	23,330	22,641	22,607	21,874	22,124	22,288	22,222
Hospitality revenue	12,960	11,018	9,630	9,737	12,677	10,536	9,359	9,364
Total revenue	36,028	34,348	32,271	32,344	34,551	32,660	31,647	31,586
Expenses included in EBITDA	28,411	27,344	26,984	26,923	28,816	26,403	25,743	25,809
EBITDA <sup>(1)</sup>	7,617	7,004	5,287	5,421	5,735	6,257	5,904	5,777
EBITDA as a % of revenue	21.1%	20.4%	16.4%	16.8%	16.6%	19.2%	18.7%	18.3%
Adjusted EBITDA <sup>(2)</sup>	7,617	7,004	5,287	5,421	6,448	6,257	5,904	5,777
Depreciation and amortization	2,273	2,216	2,194	2,304	1,887	1,940	1,974	1,924
Financial charges	125	196	169	176	169	127	123	(66)
Loss (gain) on disposal of equipment	37	12	28	25	5	78	-	39
Earnings before income taxes	5,182	4,580	2,896	2,916	3,674	4,112	3,807	3,880
Income tax expense	1,431	1,247	865	799	1,103	1,226	1,045	1,122
Net earnings	3,751	3,333	2,031	2,117	2,571	2,886	2,762	2,758
Net earnings as a % of revenue	10.4%	9.7%	6.3%	6.5%	7.4%	8.8%	8.7%	8.7%
Basic earnings per share	0.533	0.474	0.289	0.301	0.366	0.411	0.393	0.393
Diluted earnings per share	0.529	0.471	0.287	0.300	0.364	0.410	0.391	0.393
Adjusted net earnings <sup>(3)</sup>	3,751	3,333	2,031	2,117	3,070	2,886	2,762	2,758
Basic adjusted earnings per share <sup>(3)</sup>	0.533	0.474	0.289	0.301	0.437	0.411	0.393	0.393
Diluted adjusted earnings per share <sup>(3)</sup>	0.529	0.471	0.287	0.300	0.435	0.410	0.391	0.393
Total assets	117,983	117,984	113,824	112,330	107,911	104,226	99,452	94,800
Total long-term financial liabilities	28,267	29,081	25,066	25,619	22,515	20,794	10,442	11,023
Funds provided by operations	7,787	2,705	4,016	6,399	5,106	(1,499)	9,180	7,928
Long-term debt	21,908	22,587	18,609	19,640	17,028	15,338	5,162	5,818
Dividends declared per share	0.300	0.296	0.288	0.288	0.288	0.288	0.288	0.287

<sup>(1)</sup> EBITDA is defined as revenue less operating expenses (which equates to net earnings before income tax, gain or loss on disposals, financial charges and depreciation amortization). See *Terminology*.

<sup>(2)</sup> Adjusted EBITDA is defined as EBITDA (defined above) plus or minus non-recurring, infrequent and/or unusual transactions which did not occur during the preceding two years and are not expected to recur within the next two years. See *Terminology* for a complete description of the adjusted items.

<sup>(3)</sup> Adjusted net earnings is defined as net earnings plus or minus non-recurring, infrequent and/or unusual transactions net of corporate income taxes which did not occur during the preceding two years and are not expected to recur within the next two years. See *Terminology* for a complete description of the adjusted items.

## Revenue, EBITDA and Earnings

For the three months ended September 30, 2014, K-Bro's revenue increased by 4.3% to \$36.0 million from \$34.6 million in the comparative period. This increase was due to a combination of additional volume from the Saskatoon Health Region and organic growth from existing customers across the plants. In Q3, 2014 approximately 64.0% of K-Bro's revenue was generated from healthcare institutions which has increased slightly from 63.3% in Q3, 2013.

EBITDA was \$7.6 million for the three months ended September 30, 2014, compared to \$5.7 million in the comparative period of 2013. This 32.8% increase was a result of increased efficiencies as a result of the move to the new Edmonton facility, organic growth from existing customers across the plants, and the recognition of an expense for the remaining lease payments on the former processing facility in Edmonton in Q3, 2013. On an adjusted basis, EBITDA was 18.1% higher for the three months ended September 30, 2014 compared to the comparative period for 2013.

Net earnings increased by \$1.2 million or 45.9% from \$2.6 million in Q3, 2013 to \$3.8 million in Q3, 2014. Net earnings as a percentage of revenue increased to 10.4% compared to 7.4% in 2013. This margin increase is due to a flow through effect of the increase in the EBITDA.

## Operating Expenses

Wages and benefits remained constant at \$16.2 million and decreased as a percentage of revenue to 44.9% compared to 46.8% in the same period of 2013. This decrease was a result of increased efficiencies as a result of the move to the new Edmonton facility, partially offset by incremental increases in the wage rate provided earlier in the year during Q1, 2014.

Linen expenses increased to \$3.8 million and 10.4% as a percentage of revenue in Q3, 2014, from \$3.5 million and 10.1% in the same period of 2013. The increase was a result of additional services provided to healthcare customers along with organic growth across the plants.

Utility costs slightly increased to \$2.2 million in Q3, 2014, compared to \$2.1 million in Q3, 2013 and remained constant at 6.0% as a percentage of revenue. This increase was a result of increased volume processed and was partially offset by increased efficiencies as a result of the move to the new Edmonton facility.

Delivery costs slightly increased to \$1.6 million or 4.4% of revenues compared to \$1.5 million and 4.4% in Q2, 2013.

Corporate costs increased to \$1.4 million and 4.0% as a percentage of revenue in Q3, 2014 compared to \$1.3 million and 3.7% in Q3, 2013. The increase is due to an increase in the management personal to support the company's growth and business strategies across the plants.

Depreciation of property, plant and equipment and amortization of intangible assets represents the expense related to the appropriate matching of certain of K-Bro's long-term assets to the estimated useful life and period of economic benefit of those assets.

Financial charges for Q3, 2014 decreased slightly compared to Q3, 2013. The decrease is mainly attributable to a decrease in foreign exchange. This was partially offset by an increase to interest on additional debt relating to the development and construction of the new Regina facility.

Income tax includes current and future income taxes based on taxable income and the temporary timing differences between the tax and accounting bases of assets and liabilities. Income tax reflects the quarterly provision on the earnings of the Corporation.

## LIQUIDITY AND CAPITAL RESOURCES

In Q3, 2014 cash provided by operating activities was \$7.8 million, compared to cash provided by operating activities of \$5.1 million during Q3, 2013. The change in cash from operations is due to the flow through effect of the increase in EBITDA and a change in working capital items driven mainly from increased business activity and additional linen purchases to support new business.

During Q3, 2014, cash used in financing activities amounted to \$2.8 million compared to \$0.3 million in Q3, 2013. Financing activities in Q3, 2014 included \$0.7 million in net repayment of long term debt and \$2.1 million in dividends paid to Shareholders.

Investing activities resulted in a use of cash of \$5.0 million in Q3, 2014 compared to \$4.8 million in Q3, 2013. Investing activities for the current quarter primarily related to the purchase of property, plant and equipment across the plants and purchases associated with the construction of the new Regina facility.

### Contractual Obligations

At September 30, 2014, payments due under contractual obligations for the next five years and thereafter are as follows:

<i>(thousands)</i>	Payments due by Period				
	Total	< 1 Year	1 - 3 Years	4 - 5 Years	> 5 Years
Long-term debt	\$ 21,908	-	21,908	-	-
Operating leases and utility commitments	\$ 33,452	1,396	10,710	7,773	13,573
Linen purchase obligations	\$ 1,724	1,724	-	-	-
Property, plant and equipment commitments	\$ 25,458	25,458	-	-	-

The operating lease obligations are secured by automotive equipment and are more fully described in the audited annual consolidated financial statements. The source of funds for these commitments will be from operating cash flow and, if necessary, the undrawn portion of the revolving credit facility.

### Financial Position

<i>(thousands, except percentages)</i>	Three Months Ended September 30,	Year Ended December 31,
	2014	2013
Long-term debt	\$ 21,908	\$ 19,640
Shareholders' equity	74,746	71,116
Total capitalization	\$ 96,654	\$ 90,756
Debt to total capitalization (see <i>Terminology</i> for definition)	22.7%	21.6%

For the quarter ended September 30, 2014, the Corporation had a debt to total capitalization of 22.7%, unused revolving credit facility of \$17.4 million and has not incurred any events of default under the terms of its credit facility agreement.

As at September 30, 2014, the Corporation had net working capital of \$11.9 million compared to its working capital position of \$9.4 million at December 31, 2013. The increase in working capital is attributable to the increased business activity and additional linen purchases to support new business.



Management believes that K-Bro has the capital resources and liquidity necessary to meet its commitments, support its operations and finance its growth strategies. In addition to K-Bro's ability to generate cash from operations and its revolving credit facility, K-Bro believes it is also able to issue additional shares or increase its borrowing capacity, if necessary, to provide for capital spending and sustain its property, plant and equipment.

## DIVIDENDS

Fiscal Period	Payment Date	# of Shares outstanding	2014		2013	
			Amount per Share	Total Amount <sup>(1)(2)</sup>	Amount per Share	Total Amount
January	February 15	7,095,343	\$ 0.09580	\$ 680	\$ 0.09580	\$ 676
February	March 15	7,095,343	0.09580	680	0.09580	676
March	April 13	7,095,343	0.09580	680	0.09580	676
Q1			\$ 0.28740	\$ 2,039	\$ 0.28741	\$ 2,028
April	May 15	7,095,343	\$ 0.09580	\$ 680	\$ 0.09580	\$ 676
May	June 15	7,095,343	0.10000	710	0.09580	680
June	July 15	7,129,619	0.10000	713	0.09580	680
Q2			\$ 0.29580	\$ 2,102	\$ 0.28741	\$ 2,036
July	August 15	7,129,619	\$ 0.10000	\$ 713	\$ 0.09580	\$ 680
August	September 15	7,120,235	0.10000	712	0.09580	680
September	October 15	7,120,235	0.10000	712	0.09580	680
Q3			\$ 0.30000	\$ 2,137	\$ 0.28741	\$ 2,039
YTD			\$ 0.88320	\$ 6,278	\$ 0.86223	\$ 6,103

<sup>(1)</sup> The total amount of dividends paid was \$0.09580 per share for a total of \$679,734 per month for Jan - March 2014; when rounded in thousands, \$2,039 of dividends were paid for the quarterly period.

<sup>(2)</sup> The total amount of dividends paid was \$0.09580 per share for a total of \$679,734 for April, \$709,534 for May, and \$0.10000 per share for a total of \$712,961 for June 2014. When rounded in thousands, \$2,102 of dividends were paid for the quarterly period.

For the three months ended September 30, 2014, the Corporation declared a \$0.300 per share dividend compared to \$0.817 per Share of Distributable Cash Flow (see *Terminology*). The payout ratio for the three months ended September 30, 2014 was 36.7%.

The Corporation's policy is to pay dividends to Shareholders from its available distributable cash flow while considering requirements for capital expenditures, working capital, growth capital and other reserves considered advisable by the Directors of the Corporation. All such dividends are discretionary. Dividends are declared payable each month in equal amounts to Shareholders on the last business day of each month and are paid by the 15<sup>th</sup> of the following month.

The Corporation designates all dividends paid or deemed to be paid as Eligible Dividends for purposes of subsection 89(14) of the Income Tax Act (Canada), and similar provincial and territorial legislation, unless indicated otherwise.

## DISTRIBUTABLE CASH FLOW *(see Terminology)*

(all amounts in this section in \$000's except per share amounts and percentages)

The Corporation's source of cash for dividends is distributable cash flow provided by operating activities. Distributable cash flow, reconciled to cash provided by operating activities as calculated under IFRS, is presented as follows:

<i>(thousands, except per share amounts and percentages)</i>	2014			2013			2012	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Cash provided by operating activities	\$ 7,787	\$ 2,705	\$ 4,016	\$ 6,399	\$ 5,106	\$ (1,499)	\$ 9,180	\$ 7,928
<i>Deduct (add):</i>								
Net changes in non-cash working capital items <sup>(1)</sup>	1,544	(2,995)	(1,087)	1,201	332	(6,956)	4,049	2,866
Share-based compensation expense <sup>(2)</sup>	319	102	372	261	279	377	320	176
Maintenance capital expenditures <sup>(3)</sup>	127	491	315	180	293	240	173	486
Distributable cash flow	\$ 5,797	\$ 5,107	\$ 4,416	\$ 4,757	\$ 4,202	\$ 4,840	\$ 4,638	\$ 4,400
Distributable cash flow per weighted average diluted shares outstanding	\$ 0.817	\$ 0.721	\$ 0.624	\$ 0.673	\$ 0.596	\$ 0.688	\$ 0.657	\$ 0.624
Dividends declared	2,137	2,102	2,039	2,039	2,039	2,036	2,028	2,028
Dividends declared per share	0.300	0.296	0.288	0.288	0.288	0.288	0.288	0.287
Payout ratio <sup>(4)</sup>	36.7%	41.0%	46.2%	42.8%	48.4%	41.9%	43.9%	46.1%
Weighted average shares outstanding during the period, basic	7,042	7,034	7,032	7,031	7,031	7,020	7,019	7,007
Weighted average shares outstanding during the period, diluted	7,096	7,083	7,072	7,065	7,055	7,038	7,054	7,019
<b>Trailing-twelve months ("TTM")</b>								
Distributable cash flow	20,077	18,482	18,215	18,437	18,080	19,158	19,358	19,105
Dividends	8,317	8,219	8,153	8,142	8,131	8,120	8,077	7,977
Payout ratio <sup>(4)</sup>	41.4%	44.5%	44.8%	44.2%	45.0%	42.5%	41.7%	41.8%

<sup>(1)</sup> Net changes in non-cash working capital is excluded from the calculation as management believes it would introduce significant cash flow variability and affect underlying cash flow from operating activities. Significant variability can be caused by such things as the timing of receipts (which individually are large because of the nature of K-Bro's customer base and timing may vary due to the timing of customer approval, vacations of customer personnel, etc.) and the timing of disbursements (such as the payment of large volume rebates done once annually). As well, large increases in working capital are generally required when contracts with new customers are signed as linen is purchased and accounts receivable increase. Management feels that this amount should be excluded from the distributable cash flow calculation.

<sup>(2)</sup> Share-based compensation expenses have historically been excluded from the calculation of distributable cash flow. Previously the share-based compensation was recorded as part of the net changes in non-cash working capital items, however the amount has been disclosed separately commencing in Q4, 2012.

<sup>(3)</sup> Maintenance capital expenditures includes costs required to maintain or replace assets which do not have a discrete return on investment.

<sup>(4)</sup> The ratio of dividends paid compared to distributable cash flow is periodically reviewed by the Board of Directors to take into account the current and prospective performance of the business and other items considered to be prudent. Payout ratio is calculated on the dividends declared per share divided by the distributable cash flow per weighted average diluted shares outstanding.

## OUTSTANDING SHARES

As at September 30, the Corporation had 7,120,235 common shares outstanding, including 78,531 shares issued but held as unvested treasury shares. Basic and diluted weighted average number of common shares outstanding for the three months ended September 30, 2014 were 7,041,704 and 7,095,889, respectively, (7,031,487 and 7,054,936, respectively, for the comparative 2013 interim periods).

In accordance with the LTI plan and in conjunction with the performance of the Corporation in the 2013 fiscal year, on May 8, 2014 the Compensation, Nominating and Corporate Governance Committee of the Board of Directors approved LTI compensation of \$1.4 million (2013 - \$1.5 million) to be paid as shares issued from

treasury. As at September 30, 2014, the value of the shares held in trust by the LTI trustee was \$3.1 million (December 31, 2013 – \$2.5 million) which was comprised of 78,531 in unvested common shares (December 31, 2013 – 63,604) with a nil aggregate cost (December 31, 2013 – \$nil).

As at November 13, 2014, there were 7,120,235 common shares issued and outstanding including 78,531 shares issued but held as unvested treasury shares.

## **RELATED PARTY TRANSACTIONS**

The Corporation incurred expenses in the normal course of business for advisory consulting services provided by Mr. Matthew Hills, a director of the Corporation, primarily relating to acquisitions. The amounts charged are recorded at their exchange amounts and are subject to normal trade terms. For the three month period ended September 30, 2014, the Corporation incurred fees totaling \$34,500, compared to \$34,500 for the same period of fiscal 2013.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the financial statements, in conformity with IFRS, requires K-Bro to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Management regularly evaluates these estimates and assumptions which are based on past experience and other factors that are deemed reasonable under the circumstances. This involves varying degrees of judgment and uncertainty and, therefore, amounts currently reported in the financial statements could differ in the future. There have been no changes in the accounting estimates from those reported at December 31, 2013.

## **TERMINOLOGY**

### ***Additional GAAP Measures***

#### **EBITDA**

We report on our EBITDA (Earnings before interest, taxes, depreciation and amortization) because it is a key measure used by management to evaluate performance. EBITDA is utilized in measuring compliance with debt covenants and in making decisions relating to dividends to Shareholders. We believe EBITDA assists investors in assessing our performance on a consistent basis as it is an indication of our capacity to generate income from operations before taking into account management's financing decisions and costs of consuming tangible and intangible capital assets, which vary according to their vintage, technological currency and management's estimate of their useful life. Accordingly, EBITDA comprises revenues less operating costs before: financing costs, capital asset and intangible asset amortization, loss on disposal and impairment charges, and income taxes.

EBITDA is not a calculation based on IFRS and is not considered an alternative to net earnings in measuring K-Bro's performance. EBITDA does not have a standardized meaning and is therefore not likely to be comparable with similar measures used by other issuers. EBITDA should not be used as an exclusive measure of cash flow since it does not account for the impact of working capital changes, capital expenditures, debt changes and other sources and uses of cash, which are disclosed in the consolidated statements of cash flows.

<i>(thousands)</i>	Three Months Ended September 30,		Period Ended September 30,	
	2014	2013	2014	2013
Net earnings	\$ 3,751	\$ 2,571	\$ 9,115	\$ 8,219
<i>Add:</i>				
Income tax expense	1,431	1,103	3,543	3,374
Interest expense and financial charges, net	125	169	490	419
Depreciation of property, plant and equipment	1,742	1,357	5,092	4,191
Amortization of intangible assets	531	530	1,591	1,610
Loss on disposal of property, plant and equipment	37	5	77	83
<b>EBITDA</b>	<b>\$ 7,617</b>	<b>\$ 5,735</b>	<b>\$ 19,908</b>	<b>\$ 17,896</b>

## Non-GAAP Measures

### Adjusted EBITDA

*Adjusted EBITDA* is a measure which has been reported in order to assist in the comparison of historical EBITDA to current results. The calculation of Adjusted EBITDA normalizes the impact of non-recurring infrequent and/or unusual transactions which did not occur during the preceding two years and are not expected to recur within the next two years, and the related impact on EBITDA (as defined above). During the third quarter ended September 30, 2013, a charge equivalent to the remaining lease payments for decommissioned facilities was recognized as occupancy costs. The normalization of this expense from the calculation of EBITDA is considered by Management to be a more accurate representation of continuing operations.

<i>(thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
EBITDA	\$ 7,617	\$ 5,735	\$ 19,908	\$ 17,896
<i>Add:</i>				
Occupancy expense of decommissioned facilities	-	713	-	713
<b>Adjusted EBITDA</b>	<b>\$ 7,617</b>	<b>\$ 6,448</b>	<b>\$ 19,908</b>	<b>\$ 18,609</b>

### Adjusted Net Earnings and Adjusted Net Earnings per Share

*Adjusted net earnings* and *adjusted net earnings per share* are measures which have been reported in order to assist in the comparison of historical net earnings to current results. The calculation of Adjusted net earnings normalizes the impact of non-recurring infrequent and/or unusual transactions net of corporate income taxes which did not occur during the preceding two years and are not expected to recur within the next two years, and the related impact on net earnings and net earnings per share. The normalization of this net expense in the calculation of adjusted net earnings and adjusted net earnings per share is considered by management to be a more accurate representation of the net earnings from continuing operations.

For the quarter ended September 30, 2014, each of the non-GAAP adjusted measures noted above (adjusted EBITDA, adjusted net earnings and adjusted net earnings per share) are equivalent to their unadjusted measures. Accordingly, no calculations have been presented for these three measures.

### Distributable Cash Flow

Distributable cash flow is a measure used by management to evaluate its performance. While the closest IFRS measure is cash provided by operating activities, distributable cash flow is considered relevant because it provides an indication of how much cash generated by operations is available after capital expenditures. It shall be noted that although we consider this measure to be distributable cash flow, financial and non-financial covenants in our credit facilities and dealer agreements may restrict cash from being available for dividends, re-investment in the Corporation, potential acquisitions, or other purposes. Investors should be cautioned that distributable cash flow may not actually be available for growth or distribution from the

Corporation. References to “Distributable cash flow” are to cash provided by (used in) operating activities (including the net change in non-cash working capital balances) less capital expenditures.

### **Payout Ratio**

*Payout ratio* is defined by management as the actual cash dividend divided by distributable cash. This is a key measure used by investors to value K-Bro, assess its performance and provide an indication of the sustainability of dividends. The payout ratio depends on the distributable cash and the Corporation’s dividend policy.

### **Debt to Total Capitalization**

*Debt to total capitalization* is defined by management as the total long-term debt divided by the Corporation’s total shareholder’s equity. This is a measure used by investors to assess the Corporation’s financial structure.

Distributable Cash Flow, Payout Ratio, Debt to Total Capitalization, Adjusted EBITDA, Adjusted net earnings, and Adjusted net earnings per share are not calculations based on IFRS and are not considered an alternative to IFRS measures in measuring K-Bro’s performance. Distributable Cash Flow, Payout Ratio, Adjusted EBITDA, Adjusted net earnings, and Adjusted net earnings per share do not have standardized meanings in IFRS and are therefore not likely to be comparable with similar measures used by other issuers.

### **Off Balance Sheet Arrangements**

As at September 30, 2014, the Corporation has not entered into any off balance sheet arrangements.

## **CHANGES IN ACCOUNTING POLICIES**

The Corporation has prepared its September 30, 2014 interim condensed consolidated financial statements in accordance with IAS 34, *Interim Financial Reporting*, as issued by the IASB and incorporated the same accounting principles and methods used in the preparation of the audited annual Consolidated Financial Statements. See Note 2 of the Corporation’s audited annual Consolidated Financial Statements for more information regarding the significant accounting principles used to prepare the interim Consolidated Financial Statements.

The Corporation has adopted the following new and revised standards, along with any consequential amendments, effective January 1, 2014. These changes were made in accordance with the applicable transitional provisions.

- IFRS 21, *Levies*, requires the Corporation to consider certain government imposed payments, or levies, such as property tax to determine whether the obligating event requiring recognition of a liability arises at a point in time or a period of time. As legislation can vary in different jurisdictions this change was applied and considered for each jurisdiction based on the relevant facts and circumstances. The adoption of IFRIC 21 did not result in any change to the method of recognizing liabilities arising from levies for the Corporation

The following standard has been issued but has not yet been applied in preparing the interim condensed consolidated financial statements.

- IFRS 15, *Revenue from Contracts with Customers*, was issued in May 2014 by the IASB and supersedes IAS 18, “Revenue”, IAS 11 “Construction Contracts” and other interpretive guidance associated with revenue recognition. IFRS 15 provides a single model to determine how and when an entity should recognize revenue, as well as requiring entities to provide more informative, relevant disclosures in respect of its revenue recognition criteria. IFRS 15 is to be applied prospectively and is effective for annual periods beginning on or after January 1, 2017, with earlier application permitted. The company is in the process of evaluating the impact that IFRS 15 may have on the financial statements.

## CRITICAL RISKS AND UNCERTAINTIES

As at September 30, 2014, there are no material changes in the Corporation's risks or risk management activities since December 31, 2013. The Corporation's results of operations, business prospects, financial condition, cash dividends to Shareholders and the trading price of the Corporation's Shares are subject to a number of risks. These risk factors include: dependence on long-term contracts and the associated renewal risk thereof; the effects of market volatility and uncertainty; potential future tax changes; the competitive environment; our ability to acquire and successfully integrate and operate additional businesses; utility costs; the labour markets; the fact that our credit facility imposes numerous covenants and encumbers assets; and, environmental matters.

For a discussion of these risks and other risks associated with an investment in Corporation Shares, see *Risk Factors – Risks Related to K-Bro and the Laundry and Linen Industry* detailed in the Corporation's Annual Information Form that is available at [www.sedar.com](http://www.sedar.com).

## CONTROLS AND PROCEDURES

In order to ensure that information with regard to reports filed or submitted under securities legislation present fairly in all material respects the financial information of K-Bro, management, including the President and Chief Executive Officer ("CEO") and the Interim Chief Financial Officer ("CFO"), are responsible for establishing and maintaining disclosure controls and procedures, as well as internal control over financial reporting.

### Disclosure Controls and Procedures

The Corporation has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related financial statements of K-Bro was properly recorded, processed, summarized and reported to the Board of Directors and the Audit Committee. The Corporation's CEO and CFO have evaluated the effectiveness of these disclosure controls and procedures for the three months ended September 30, 2014, and have concluded that they are effective.

### Internal Controls over Financial Reporting

There were no changes in internal controls over financial reporting ("ICFR") during the three month period ended September 30, 2014 that materially affected, or are reasonably likely to materially affect, the Corporation's ICFR. The CEO and the Interim CFO have evaluated these controls for the three months ended September 30, 2014 and have concluded that the controls are operating effectively. A discussion of the internal controls over financial reporting can be found under the MD&A that accompany the audited consolidated financial statements for the year ended December 31, 2013.

A control system, no matter how well conceived and operated, can provide only reasonable, and not absolute, assurance that the objectives of the control system are met. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instance of fraud, if any, have been detected. These inherent limitations include, amongst other items: (i) that managements' assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; or, (ii) the impact of isolated errors.

Additionally, controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any system of controls is also based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential (future) conditions.

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Additional information regarding K-Bro including required securities filings are available on our website at

[www.k-brolinen.com](http://www.k-brolinen.com) and on the Canadian Securities Administrators' website at [www.sedar.com](http://www.sedar.com); the System for Electronic Document Analysis and Retrieval ("SEDAR").

Vous pouvez obtenir des renseignements supplémentaires sur la Société, y compris les documents déposés auprès des autorités de réglementation, sur notre site Web, au [www.k-brolinen.com](http://www.k-brolinen.com) et sur le site Web des autorités canadiennes en valeurs mobilières au [www.sedar.com](http://www.sedar.com), le site Web du Système électronique de données, d'analyse et de recherche (« SEDAR »).