



FINNING®

2025

FINNING INTERNATIONAL INC.
FINANCIAL REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS

February 10, 2026

This **MD&A** should be read in conjunction with our **Annual Financial Statements** and the accompanying notes thereto for the year ended December 31, 2025, which have been prepared in accordance with **Accounting Standards**. In this MD&A, unless context otherwise requires, the terms we, us, our, and **Finning** refer to Finning International Inc. and/or its subsidiaries. All dollar amounts presented in this MD&A are expressed in **CAD**, unless otherwise stated. Additional information relating to Finning, including our **AIF** and MD&A, can be found under our profile on the **SEDAR+** website at www.sedarplus.ca and in the Investors section of our website at www.finning.com.

Finning (**TSX: FTT**) is the largest dealer of **Caterpillar** products in the world, serving customers for more than 90 years. We sell, rent, and provide parts and service for Caterpillar equipment and engines and complementary equipment on three continents to customers in various industries, including mining, construction, petroleum, forestry, and a wide range of power & energy applications. We aim to consistently deliver solutions that enable customers to achieve the lowest equipment owning and operating costs while maximizing uptime.

Results of Operations

We sold our interests in **ComTech** and **4Refuel** on May 15, 2025 and June 30, 2025, respectively. The results of operations of ComTech and 4Refuel up to their respective sale dates, have been restated as discontinued operations in the consolidated statements of net income and comprehensive income. For the purpose of this MD&A, balance sheet key performance measures have been restated as continuing operations and assets and liabilities of ComTech and 4Refuel have been excluded in the comparative periods accordingly. Results from ComTech and 4Refuel were previously included as part of our Canada reportable segment. For more information on the impact to financial statements, please refer to Note 3 of our Annual Financial Statements.

A glossary of defined terms is included on page 48. The first time a defined term is used in this MD&A, it is shown in bold italics.

Highlights

- 2025 revenue was \$10.6 billion, up 7% from 2024 and up in all regions. Product support revenue was 8% higher, and new equipment sales were up 7% compared to the prior year.
- Gross profit in 2025 was higher than 2024 due to increased sales volumes. Gross profit margin ⁽¹⁾ in 2025 was down from the same prior year period, primarily driven by lower product support gross profit margins.
- 2025 **SG&A** of \$1.6 billion increased 2% from 2024 and included \$44 million higher **LTIP** expense, driven by the rise in the Company's share price. 2025 SG&A margin ⁽¹⁾ was 15.0% compared to 15.8% in 2024.
- 2025 **EBIT** was \$835 million and EBIT margin ⁽¹⁾ was 7.9%. Excluding significant items not considered indicative of operational and financial trends as described on page 5, 2025 Adjusted EBIT ⁽²⁾⁽³⁾ was \$869 million, and Adjusted EBIT margin ⁽¹⁾⁽³⁾ was 8.2%. Adjusted EBIT margin was 10.2% in South America, 8.7% in Canada, and 5.2% in the **UK & Ireland**.
- **EPS** was \$3.93 in 2025. Excluding significant items not considered indicative of operational and financial trends as described on page 5, Adjusted EPS ⁽¹⁾⁽³⁾⁽⁴⁾ of \$4.12 in 2025 was up from \$3.61 in 2024, primarily reflecting higher earnings in Canada.
- 2025 free cash flow from continuing operations ⁽²⁾⁽⁴⁾ was \$546 million, down from \$828 million in 2024, reflecting higher investment in inventory along with increased payments to suppliers and payroll, partially offset by increased collections.
- Consolidated equipment backlog ⁽¹⁾ was \$3.1 billion at December 31, 2025, an increase of 20% compared to December 31, 2024, driven by order intake outpacing deliveries across all sectors.
- Adjusted **ROIC** from continuing operations ⁽¹⁾⁽³⁾⁽⁴⁾ of 19.2% increased 130 basis points from December 31, 2024. Invested capital turnover from continuing operations ⁽¹⁾⁽⁴⁾ was 2.34 times, up from 2.16 times at December 31, 2024.

⁽¹⁾ See "Description of **Specified Financial Measures** and Reconciliations" in this MD&A.

⁽²⁾ These are non-**GAAP** financial measures. See "Description of Specified Financial Measures and Reconciliations" in this MD&A.

⁽³⁾ Reported financial measures may be impacted by significant items described on pages 5 and 35-39 of this MD&A. Financial measures that have been adjusted to take these items into account are referred to as "Adjusted" measures. See "Description of Specified Financial Measures and Reconciliations" in this MD&A.

⁽⁴⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

Quarterly and Annual Overview from Continuing Operations

(\$ millions, except per share amounts)	3 months ended December 31			Years ended December 31		
	2025	2024 (Restated) ⁽¹⁾	% change <i>fav</i> (<i>unfav</i>)	2025	2024 (Restated) ⁽¹⁾	% change <i>fav</i> (<i>unfav</i>)
Revenue	2,690	2,528	6%	10,591	9,903	7%
Gross profit	617	599	3%	2,444	2,357	4%
SG&A	(413)	(391)	(6)%	(1,585)	(1,560)	(2)%
Equity earnings of joint ventures	5	4		10	9	
Other expenses	(22)	—		(34)	(19)	
EBIT	187	212	(12)%	835	787	6%
Net income from continuing operations	115	133	(14)%	523	482	9%
EPS	0.88	0.97	(9)%	3.93	3.43	14%
Free cash flow from continuing operations	642	399	61%	546	828	(33)%
Adjusted EBIT	209	212	(2)%	869	820	6%
Adjusted EPS	1.00	0.97	3%	4.12	3.61	14%
<i>Gross profit margin</i>	23.0%	23.7%		23.1%	23.8%	
<i>SG&A margin</i>	(15.4)%	(15.5)%		(15.0)%	(15.8)%	
<i>EBIT margin</i>	6.9%	8.4%		7.9%	7.9%	
<i>Adjusted EBIT margin</i>	7.8%	8.4%		8.2%	8.3%	
<i>Adjusted ROIC from continuing operations</i>	19.2%	17.9%		19.2%	17.9%	

⁽¹⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

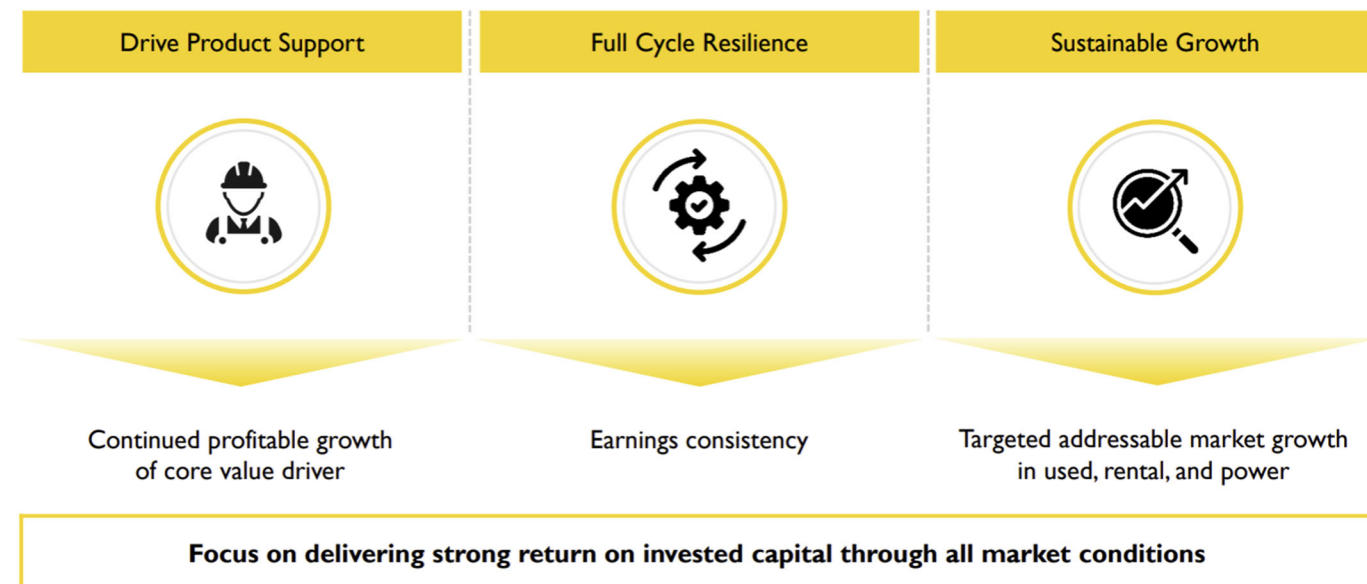
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Strategic Priorities

Our strategy builds on our success and focuses on the following priorities: drive product support, full-cycle resilience, and sustainable growth.

We are committed to providing safe and secure environments, and empowering our people to make decisions that drive long-term customer loyalty. Our strategy is focused on generating value for our customers, employees, and shareholders.



Driving product support remains our primary strategic objective. Product support is our key value driver and remains by far our largest opportunity for resilient, profitable growth. We are working to capture a greater share of product support across the full asset life cycle through further growth in customer value agreements, expanding our rebuild business, and continuing to strategically grow our equipment population.

Full cycle resilience will enable us to deliver more reliable and consistent earnings through all market conditions. We are continuing to optimize and variabilize our cost structure. We are also implementing initiatives that increase our invested capital velocity while concurrently improving customer service levels. These initiatives include an increased focus on inventory management as well as review and exit of lower ROIC activities and investments.

We are building a sustainable growth platform from our core business and expanding our addressable market in used equipment, rental, and power & energy. These segments are resilient and strategically important, and growing them will increase our equipment population and help us drive additional product support growth.

All three elements of our strategy are integrated and designed to drive a fundamentally improved range of ROIC and earnings capacity through all market conditions.

Sustainability

Sustainability is part of our everyday operations, strategies, and long-term plans. We continue to work towards achieving our **GHG** emissions reduction target to reduce our absolute Scope 1 and Scope 2 GHG emissions by 40% by the end of 2027 (from a 2017 baseline). Finning offers customers a range of CAT® products and technologies to help with some of the most complex challenges of the energy transition – emissions reductions and energy management – while maintaining productivity and helping to keep operators safe. Examples include: Caterpillar’s battery-electric equipment offerings, machine automation systems, power solutions, CAT digital solutions, operator training, remanufacturing and rebuilds and Finning digital solutions. For more information, please review our Sustainability Report, which can be found in the sustainability section of www.finning.com.

Annual Adjusted Measures from Continuing Operations

Reported financial measures may be impacted by significant items we do not consider indicative of operational and financial trends either by nature or amount. We exclude these significant items when evaluating the operational performance and related trends of our business. Financial measures that have been adjusted to take into account these significant items are referred to as “Adjusted” measures. Adjusted measures are considered non-GAAP financial measures, do not have a standardized meaning under Accounting Standards, and therefore may not be comparable to similar measures presented by other issuers. For additional information regarding these financial measures, including definitions and reconciliations from each of these Adjusted measures to their most directly comparable measure under GAAP, where available, see “Description of Specified Financial Measures and Reconciliations” on pages 34-42 of this MD&A.

2025 significant items:

- Following an evaluation of the business needs of our operations, including an alignment with Caterpillar’s digital and technology strategy, several technology assets have been or are being decommissioned; as a result, we derecognized previously capitalized costs.
- Severance costs for headcount reductions related to consolidation efforts and changes to our organizational structure focused on non-revenue generating positions, primarily in selected back office and technology roles.

2024 significant items:

- Severance costs related to headcount reductions and consolidation efforts focused on non-revenue generating positions, including selected technology and supply chain roles as well as some financial support functions, as we worked to simplify our business activities in each of our operations.
- Our Canadian operations recorded an estimated loss for receivables from Victoria Gold, a mining customer that was placed into receivership following a landslide at its mine.

The significant items are noted below together with a reconciliation of the Adjusted measures to their most directly comparable **GAAP financial measures**:

Year ended December 31, 2025 (\$ millions, except for per share amounts)					EBIT	EPS
	Canada	South America	UK & Ireland	Other	Consol	Consol
EBIT and EPS	430	404	72	(71)	835	3.93
Significant items:						
Write-off of intangible assets	5	5	3	9	22	0.12
Severance costs	11	—	—	1	12	0.07
Adjusted EBIT and Adjusted EPS	446	409	75	(61)	869	4.12

Year ended December 31, 2024 (\$ millions, except for per share amounts)					EBIT	EPS
	Canada	South America	UK & Ireland	Other	Consol	Consol
EBIT and EPS	379	381	67	(40)	787	3.43
Significant items:						
Severance costs	9	3	4	3	19	0.10
Estimated loss for a customer receivable	14	—	—	—	14	0.08
Adjusted EBIT and Adjusted EPS	402	384	71	(37)	820	3.61

Annual Key Performance Measures from Continuing Operations

We utilize the following **KPIs** to enable consistent measurement of performance across the organization. KPIs may be impacted by significant items described on pages 5, and 35-39 of this MD&A. KPIs that have been adjusted to take these items into account are referred to as “Adjusted” measures.

	2025	2024 (Restated) ⁽¹⁾	2023 (Restated) ⁽¹⁾⁽²⁾	2022 (Restated) ⁽¹⁾	2021 (Restated) ⁽¹⁾
EBIT (\$ millions)	835	787	882	744	539
Adjusted EBIT (\$ millions)	869	820	914	744	524
EBIT margin					
Consolidated	7.9%	7.9%	9.4%	9.2%	8.2%
Canada	8.3%	7.6%	10.0%	10.4%	9.7%
South America	10.1%	10.7%	10.5%	11.3%	9.4%
UK & Ireland	5.0%	5.0%	4.5%	5.5%	4.7%
Adjusted EBIT margin					
Consolidated	8.2%	8.3%	9.8%	9.2%	8.0%
Canada	8.7%	8.0%	10.2%	10.4%	9.4%
South America	10.2%	10.8%	12.1%	11.3%	9.4%
UK & Ireland	5.2%	5.3%	4.9%	5.5%	4.7%
EPS	3.93	3.43	3.41	3.14	2.20
Adjusted EPS	4.12	3.61	3.77	3.14	2.12
Invested capital from continuing operations ⁽³⁾ (\$ millions)	4,313	4,275	4,473	3,860	3,074
Adjusted ROIC from continuing operations					
Consolidated	19.2%	17.9%	20.7%	19.5%	17.3%
Canada	18.2%	15.4%	20.1%	20.0%	18.8%
South America	24.5%	25.9%	27.6%	24.5%	20.3%
UK & Ireland	20.1%	15.0%	12.3%	17.0%	14.8%
Invested capital turnover from continuing operations (times)	2.34	2.16	2.12	2.11	2.17
Free cash flow from continuing operations (\$ millions)	546	828	19	(171)	294
Net debt to Adjusted EBITDA ratio from continuing operations ⁽⁴⁾ (times)	1.2	1.7	1.8	1.6	1.2

⁽¹⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

⁽²⁾ Comparative results for 2023 have been restated for our adoption of the amendments to **IAS 1, Presentation of Financial Statements** effective for the financial year beginning January 1, 2024.

⁽³⁾ These are non-GAAP financial measures. See “Description of Specified Financial Measures and Reconciliations” in this MD&A.

⁽⁴⁾ See “Description of Specified Financial Measures and Reconciliations” in this MD&A.

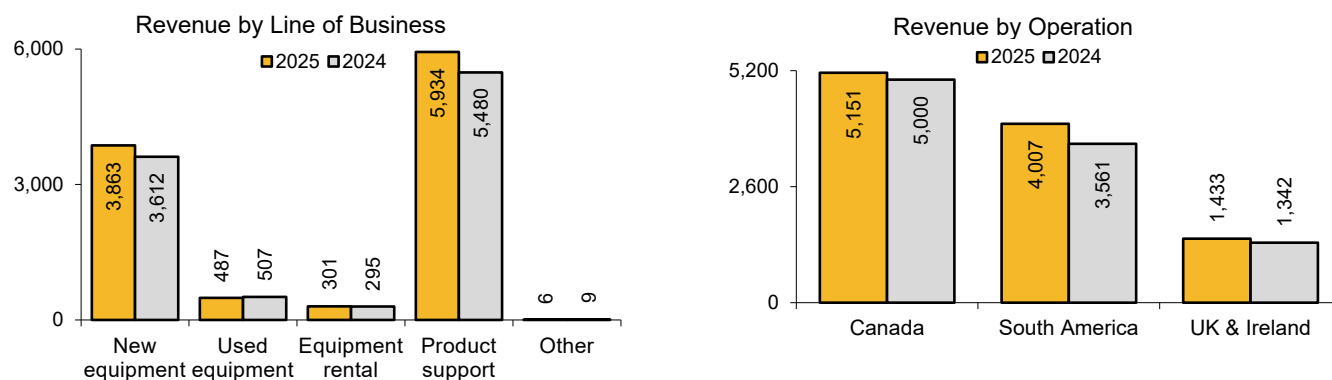
Annual Results from Continuing Operations

Revenue

Revenue by Line of Business and by Operation

Years ended December 31

(\$ millions)



Revenue of \$10.6 billion in 2025 increased 7% from the prior year reflecting higher product support revenue and new equipment sales.

Product support revenue in 2025 was 8% higher than 2024, driven by Canada and South America.

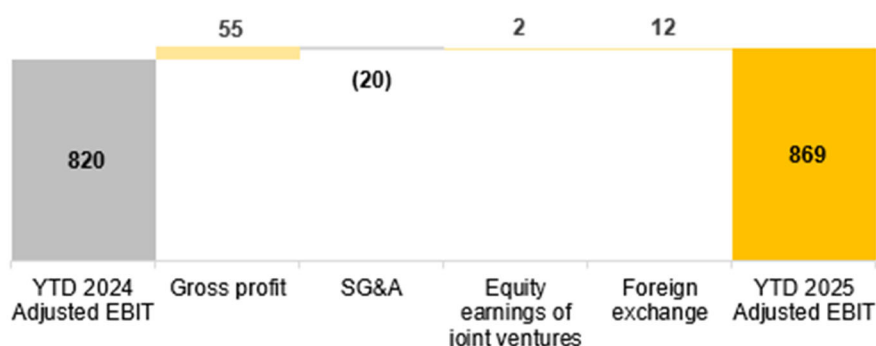
New equipment revenue in 2025 was up 7% from 2024, primarily from South America and the UK & Ireland.

Equipment backlog at December 31, 2025, of \$3.1 billion was up from \$2.6 billion at December 31, 2024, with strong order intake in all sectors.

EBIT

2025 gross profit of \$2.4 billion was up 4% from 2024. Gross profit margin of 23.1% in 2025 was 70 basis points lower than 2024, primarily due to lower product support gross profit margins.

SG&A in 2025 of \$1.6 billion was 2% higher than 2024 on 7% revenue growth. SG&A margin was 15.0%, down 80 basis points from 2024. The higher SG&A was mainly due to higher LTIP expense driven by the significant increase in the Company's share price, people-related costs, and variable costs to support volumes. In addition, 2024 SG&A included higher costs to access **USD** in Argentina and an estimated loss for receivables from a customer in Canada that was placed into receivership.



EBIT was \$835 million, and EBIT margin was 7.9% in 2025. Excluding significant items not considered indicative of financial and operational trends as described on page 5, Adjusted EBIT in 2025 was \$869 million and Adjusted EBIT margin was 8.2%, compared to \$820 million and 8.3%, respectively in 2024.

Finance Costs

Finance costs for 2025 were \$137 million, down from \$155 million in 2024, mainly due to lower interest rates and lower average debt levels.

Provision for Income Taxes

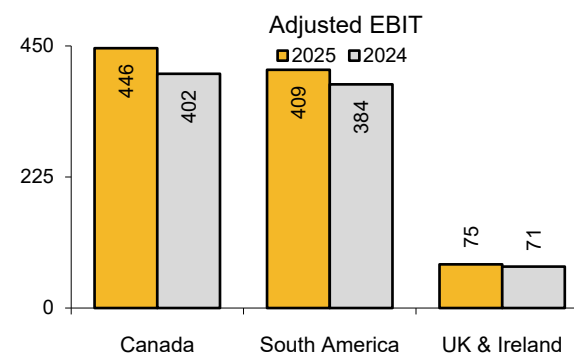
The effective income tax rate for 2025 was 25.0%, compared to 23.7% in 2024, which included unrecognized tax losses utilized in Argentina.

We expect our effective tax rate generally to be within the 25-30% range on an annual basis. The rate may fluctuate from period to period as a result of changes in the relative income from the various jurisdictions in which we carry on business, sources of income, changes in the estimation of tax reserves, outcomes of tax audits, or tax rates and tax legislation.

Net Income from Continuing Operations and EPS

Net income from continuing operations was \$523 million and EPS was \$3.93 in 2025, compared to \$482 million and \$3.43, respectively, in 2024. Excluding the significant items not considered indicative of financial and operational trends described on page 5, Adjusted EPS was \$4.12 in 2025, 14% higher than Adjusted EPS of \$3.61 in 2024.

Adjusted EBIT by Operation ⁽¹⁾
Years ended December 31
(\$ millions)



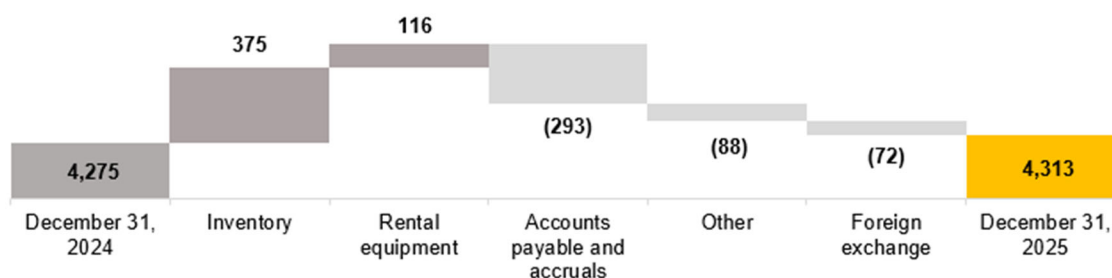
⁽¹⁾ Excluding Other operations

Selected Key Performance Measures – Balance Sheet from Continuing Operations

(\$ millions, unless otherwise stated)	December 31, 2025	December 31, 2024
Invested capital from continuing operations		
Consolidated	4,313	4,275
Canada	2,345	2,357
South America	1,586	1,552
UK & Ireland	349	367
South America (USD)	1,157	1,078
UK & Ireland (GBP)	189	203
Adjusted ROIC from continuing operations		
Consolidated	19.2%	17.9%
Canada	18.2%	15.4%
South America	24.5%	25.9%
UK & Ireland	20.1%	15.0%
Invested capital turnover from continuing operations (times)		
Consolidated	2.34	2.16
Canada	2.10	1.91
South America	2.40	2.40
UK & Ireland	3.83	2.81

Compared to December 31, 2024:

Invested capital from continuing operations increased \$38 million from December 31, 2024 to December 31, 2025. This change includes a foreign exchange impact from translating the invested capital balances of our South American and UK & Ireland operations. The foreign exchange impact was primarily the result of the stronger CAD relative to the USD, partially offset by the weaker CAD relative to the GBP, compared to December 31, 2024.



Excluding the impact of foreign exchange, consolidated invested capital from continuing operations increased by \$110 million from December 31, 2024, to December 31, 2025, reflecting:

- higher inventory, largely driven by new equipment and parts inventory in all regions to support anticipated demand in 2026; and
- higher rental equipment in Canada, including an increase in *RPOs*;
- partially offset by higher accounts payable and accruals in all regions.

On a consolidated basis, Adjusted ROIC from continuing operations of 19.2% at December 31, 2025, was 130 basis points higher than December 31, 2024; up in the UK & Ireland and Canada, due to lower average invested capital levels as well as higher earnings. This was partially offset by South America, where the growth in Adjusted EBIT was outpaced by the growth in average invested capital levels in 2025.

On a consolidated basis, invested capital turnover from continuing operations of 2.34 times at December 31, 2025, was higher than December 31, 2024; up primarily in the UK & Ireland, reflecting the decrease in average invested capital from the pension asset optimization and higher revenues.

Results from Continuing Operations by Reportable Segment

We operate primarily in one principal business: the sale, service, and rental of heavy equipment, engines, and related products in various markets on three continents. Our reportable segments are Canada, South America, UK & Ireland, and Other.

The table below provides details of revenue by lines of business and results by operation.

Year ended December 31, 2025 (\$ millions)	Canada	South America	UK & Ireland	Other	Consol	Revenue % ⁽¹⁾
New equipment	1,610	1,417	836	—	3,863	36%
Used equipment	259	136	92	—	487	5%
Equipment rental	201	62	38	—	301	3%
Product support	3,077	2,390	467	—	5,934	56%
Other	4	2	—	—	6	—
Revenue	5,151	4,007	1,433	—	10,591	100%
Operating costs ⁽²⁾	(4,518)	(3,467)	(1,315)	(58)	(9,358)	
Depreciation and amortization	(197)	(131)	(43)	(3)	(374)	
Equity earnings of joint ventures	10	—	—	—	10	
Other expenses	(16)	(5)	(3)	(10)	(34)	
EBIT	430	404	72	(71)	835	
Revenue percentage by operation	49%	38%	13%	—	100%	
Adjusted EBIT	446	409	75	(61)	869	
<i>EBIT margin</i>	8.3%	10.1%	5.0%		7.9%	
<i>Adjusted EBIT margin</i>	8.7%	10.2%	5.2%		8.2%	

Year ended December 31, 2024 (Restated) ⁽³⁾ (\$ millions)	Canada	South America	UK & Ireland	Other	Consol	Revenue %
New equipment	1,667	1,186	759	—	3,612	37%
Used equipment	341	69	97	—	507	5%
Equipment rental	184	70	41	—	295	3%
Product support	2,801	2,234	445	—	5,480	55%
Other	7	2	—	—	9	—
Revenue	5,000	3,561	1,342	—	9,903	100%
Operating costs ⁽²⁾	(4,437)	(3,052)	(1,230)	(31)	(8,750)	
Depreciation and amortization	(184)	(125)	(41)	(6)	(356)	
Equity earnings of joint ventures	9	—	—	—	9	
Other expense	(9)	(3)	(4)	(3)	(19)	
EBIT	379	381	67	(40)	787	
Revenue percentage by operation	50%	36%	14%	—	100%	
Adjusted EBIT	402	384	71	(37)	820	
<i>EBIT margin</i>	7.6%	10.7%	5.0%		7.9%	
<i>Adjusted EBIT margin</i>	8.0%	10.8%	5.3%		8.3%	

(1) See “Description of Specified Financial Measures and Reconciliations” in this MD&A.

(2) Operating costs is a non-GAAP financial measure. It is calculated as cost of sales plus selling, general, and administrative expenses less depreciation and amortization.

(3) As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

South America Operations

Our South American operations sell, service, and rent mainly Caterpillar equipment and engines in Chile, Argentina, and Bolivia. Our South American operations' markets include mining, construction, forestry, and power & energy.

The weaker CAD relative to the USD on average in 2025 compared to 2024 had a favourable foreign currency translation impact on 2025 revenue of approximately \$75 million and did not have a significant impact at the EBIT level.

All \$ figures in this section are in CAD as this is our reporting currency. All variances and ratios in this section are based on the functional currency of our South American operations, which is the USD. These variances and ratios exclude the foreign currency translation impact from the CAD relative to the USD and are therefore considered to be specified financial measures. We believe the variances and ratios in functional currency provide meaningful information about the operational performance of the reporting segment.

2025 Annual Overview

2025 revenue was 10% higher than 2024, largely driven by new equipment, product support, and used equipment.

New equipment revenue in 2025 was 17% higher than the same prior year period, up in all sectors. Equipment backlog at December 31, 2025, was down from December 31, 2024, with deliveries outpacing order intake, primarily in the mining sector.

Product support revenue in 2025 increased 5% from 2024, primarily in the mining and construction sectors in Chile.

Used equipment revenue in 2025 was nearly double compared to the prior year, primarily due to the sale of a fleet of large mining trucks in Chile.

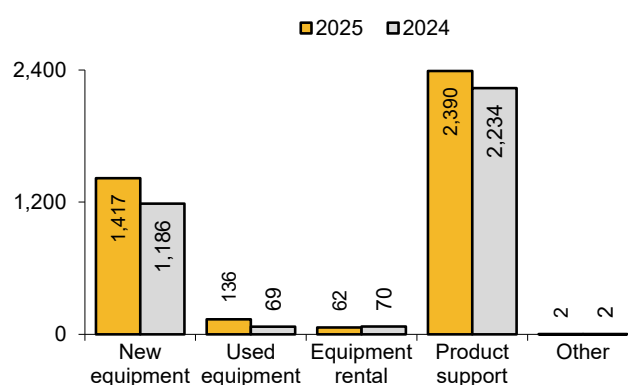
Gross profit in 2025 increased from 2024 mainly due to increased volumes. Gross profit margin in 2025 was lower than 2024 mainly due to lower product support gross profit margins and a number of low-margin used equipment sales.

2025 SG&A costs were down slightly from 2024, which included higher costs to access USD in Argentina. Excluding these costs, SG&A would have been higher than the prior year from higher people-related costs including higher LTIP expense, cost of accessing USD in Bolivia, and variable costs. 2025 SG&A margin improved over the prior year.

2025 EBIT was \$404 million, and EBIT margin was 10.1%. Excluding the significant item not considered indicative of financial and operational trends as described on page 5, Adjusted EBIT in 2025 was \$409 million and Adjusted EBIT margin was 10.2% compared to \$384 million and 10.8%, respectively, in 2024.

Revenue by Line of Business South America Operations

Years ended December 31
(\$ millions)



Canada Operations from Continuing Operations

Our Canadian reporting segment includes **Finning (Canada)**, **OEM**, and a 25% interest in **PLM**. Our Canadian operations sell, service, and rent mainly Caterpillar equipment and engines in British Columbia, Alberta, Saskatchewan, the Yukon Territory, the Northwest Territories, and a portion of Nunavut. Our Canadian operations' markets include mining (including the oil sands), construction, conventional oil and gas, forestry, and power & energy.

2025 Annual Overview

2025 revenue of \$5.2 billion was 3% higher than 2024, driven by higher product support, partially offset by lower used and new equipment sales.

Product support revenue in 2025 was up 10% from 2024 driven by increased demand for parts in the mining sector.

Used equipment sales in 2025 were 24% lower than 2024, down in all market sectors, as well as being impacted by lower sales due to the tariffs imposed by the **US**.

2025 new equipment revenue was 3% lower than 2024, due to a decrease in construction and power & energy sectors, partially offset by an increase in mining. Equipment backlog at December 31, 2025 was higher than December 31, 2024, as order intake outpaced deliveries across all market sectors, led by mining.

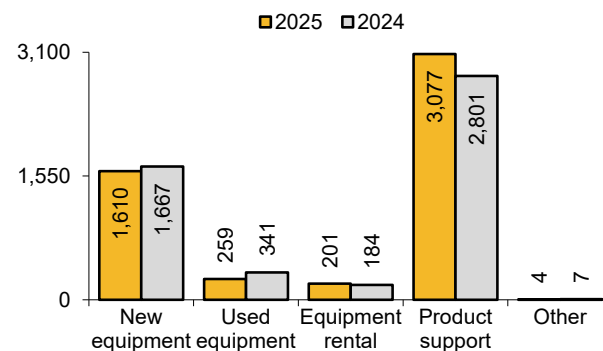
Gross profit in 2025 increased from 2024 due to higher volumes, including higher product support. Gross profit margin in 2025 was up slightly from 2024.

2025 SG&A was down compared to the prior year, which included an estimated loss for customer receivables described on page 5. Excluding the estimated loss for receivables in 2024, 2025 SG&A and SG&A margin were down from the prior year, reflecting lower SG&A costs despite product support growth and higher people-related costs, including LTIP and short-term incentive plan expenses.

2025 EBIT from our Canadian operations was \$430 million and EBIT margin was 8.3%. Excluding significant items not considered indicative of financial and operational trends as described on page 5, Adjusted EBIT in 2025 was \$446 million and Adjusted EBIT margin was 8.7% compared to \$402 million and 8.0%, respectively, in 2024.

Revenue by Line of Business Canada Operations

Years ended December 31
(\$ millions)



UK & Ireland Operations

Our UK & Ireland operations sell, service, and rent mainly Caterpillar equipment and engines in England, Scotland, Wales, Northern Ireland, and the Republic of Ireland. Our UK & Ireland operations' markets include construction, power & energy, and quarrying.

The weaker CAD relative to the GBP on average in 2025 compared to 2024 had a favourable foreign currency translation impact on 2025 revenue of approximately \$70 million and did not have a significant impact at the EBIT level.

All \$ figures in this section are in CAD as this is our reporting currency. All variances and ratios in this section are based on the functional currency of our UK & Ireland operations, which is the GBP. These variances and ratios exclude the foreign currency translation impact from the CAD relative to the GBP and are therefore considered to be specified financial measures. We believe the variances and ratios in functional currency provide meaningful information about the operational performance of the reporting segment.

2025 Annual Overview

2025 revenue was up slightly from 2024, primarily driven by higher new equipment sales.

New equipment revenue in 2025 was up 5% from 2024 due to strong sales in construction. Equipment backlog at December 31, 2025, was down from December 31, 2024, mainly due to deliveries outpacing order intake in the construction sector during the year.

2025 used equipment sales were 11% lower than the prior year, primarily due to decreased volumes in the construction sector.

Gross profit in 2025 was comparable to 2024. Gross profit margin was lower than the prior year, reflecting the mix shift to higher new equipment revenue.

2025 SG&A and SG&A margin were comparable to 2024.

2025 EBIT was \$72 million, and EBIT margin was 5.0%. Excluding the significant item not considered indicative of financial and operational trends as described on page 5, Adjusted EBIT and Adjusted EBIT margin in 2025 was \$75 million and 5.2%, respectively, compared to Adjusted EBIT and Adjusted EBIT margin of \$71 million and 5.3%, respectively, in 2024.

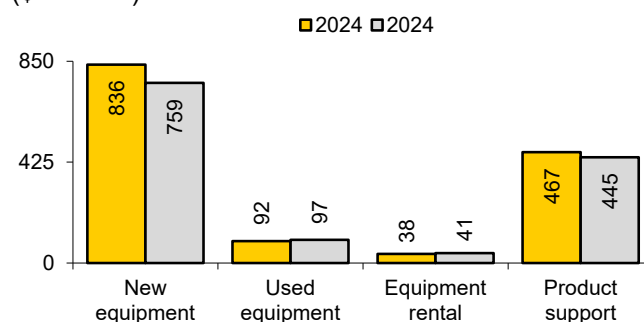
Other Operations

Our Other operations include corporate operating costs.

2025 EBIT loss was \$71 million. Excluding the significant items not considered indicative of financial and operational trends as described on page 5, 2025 Adjusted EBIT loss of \$61 million compared to 2024 Adjusted EBIT loss of \$37 million, primarily due to higher LTIP expense driven by the significant increase in the Company's share price.

Revenue by Line of Business UK & Ireland Operations

Years ended December 31
(\$ millions)



Discontinued Operations

On June 30, 2025, our Canadian operations sold our mobile on-site refuelling business, operating through 4Refuel, for a total purchase price of up to \$400 million. The purchase price comprised approximately \$330 million cash, a \$50 million note receivable bearing escalating interest, and contingent consideration (up to \$20 million based on 4Refuel achieving certain financial performance metrics over a two-year period). Including leases and other indebtedness of approximately \$50 million, the total implied transaction value is up to approximately \$450 million.

On May 15, 2025, our Canadian operations sold our interest in ComTech through a series of transactions for cash consideration of \$10 million. The purchaser assumed lease liabilities and indebtedness of approximately \$30 million. ComTech is an early-stage developer of alternative energy infrastructure and provider of proprietary mobile fueling solutions for low-carbon fuels in North America, including compressed natural gas, renewable natural gas, and hydrogen. In Q1 2025, we determined that ComTech no longer represented a core part of our business.

The gain on sales (net of tax) of 4Refuel and ComTech was \$152 million and was presented as discontinued operations in the consolidated statements of net income. In addition, the results of operations of ComTech and 4Refuel up to their respective sale dates have been restated as discontinued operations. For the purpose of this MD&A, balance sheet key performance measures have been restated as continuing operations and assets and liabilities of ComTech and 4Refuel have been excluded in the comparative periods accordingly. Results from ComTech and 4Refuel were previously included as part of our Canada reportable segment. For more information on the impact to financial statements, please refer to Note 3 of our Annual Financial Statements.

The results of the Company's discontinued operations up to their respective dates of disposition and for the year ended December 31, 2024, are summarized as follows:

(\$ millions)	2025	2024
Fuel and other revenue	703	1,303
Cost of fuel	(600)	(1,110)
Net revenue (a)	103	193
Operating costs (b)	(66)	(121)
Depreciation and amortization	(18)	(36)
Write-down of assets in ComTech (c)	(45)	—
EBIT	(26)	36

- (a) Net revenue is a non-GAAP financial measure and is defined as total revenue less the cost of fuel related to the mobile refuelling operations. As these fuel costs were pass-through in nature for this business, we viewed net revenue as more representative than revenue in assessing the performance of the business because the rack price for the cost of fuel was fully passed through to the customer and was not in our control.
- (b) Operating costs are calculated as cost of sales less cost of fuel plus selling, general, and administrative expenses less depreciation and amortization.
- (c) During the three months ended March 31, 2025, we determined the operations of ComTech no longer represented a core part of the business and recorded an impairment loss of \$45 million, of which \$29 million after-tax was attributable to the shareholders of Finning, representing a write-down of assets.

The major classes of assets and liabilities, non-controlling interests, and related balance sheet key performance measures of discontinued operations at their dates of disposition are summarized as follows:

(\$ millions)	Total
Cash and cash equivalents	23
Other current assets	140
Current assets	163
Non-current assets	265
Total assets	428
Short-term debt	(5)
Current portion of long-term debt	(6)
Other current liabilities	(104)
Current liabilities	(115)
Other non-current liabilities	(71)
Total liabilities	(186)
Non-controlling interests	3
Net debt from discontinued operations ⁽¹⁾	(12)
Invested capital from discontinued operations ⁽¹⁾	230

The free cash flow from discontinued operations ⁽¹⁾ up to their dates of disposition and for the year ended December 31, 2024, are summarized as follows:

(\$ millions)	2025	2024
Cash flow provided by operating activities	37	60
Additions to property, plant, and equipment and intangible assets	(7)	(23)
Proceeds on disposal of property, plant, and equipment	2	—
Free cash flow from discontinued operations	32	37

⁽¹⁾ These are non-GAAP financial measures. See “Description of Specified Financial Measures and Reconciliations” in this MD&A.

Fourth Quarter Adjusted Measures from Continuing Operations

Significant items affecting our reported results for the three months ended December 31, 2025, which we do not consider to be indicative of operational and financial trends, either by nature or amount, are detailed below.

Q4 2025 significant item:

- Following an evaluation of the business needs of our operations, including an alignment with Caterpillar's digital and technology strategy, several technology assets have been or are being decommissioned; as a result, we derecognized previously capitalized costs.

The significant item is noted below together with a reconciliation of the Adjusted measures to their most directly comparable GAAP financial measures:

3 months ended December 31, 2025 (\$ millions, except per share amounts)					EBIT	EPS
	Canada	South America	UK & Ireland	Other	Consol	Consol
EBIT and EPS	98	98	17	(26)	187	0.88
Significant item:						
Write-off of intangible assets	5	5	3	9	22	0.12
Adjusted EBIT and Adjusted EPS	103	103	20	(17)	209	1.00

There were no significant items identified by management for adjustment in the three months ended December 31, 2024.

Quarterly Key Performance Measures from Continuing Operations

KPIs may be impacted by significant items described on pages 16 and 35-39 of this MD&A. KPIs that have been adjusted to take these items into account are referred to as “Adjusted” measures.

	2025 (Restated) ⁽¹⁾				2024 (Restated) ⁽¹⁾				2023 (Restated)
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4 ⁽¹⁾⁽²⁾
EBIT (\$ millions)	187	240	203	205	212	160	220	195	168
Adjusted EBIT (\$ millions)	209	240	215	205	212	193	220	195	223
EBIT margin									
Consolidated	6.9%	8.5%	7.8%	8.4%	8.4%	6.4%	8.5%	8.5%	7.2%
Canada	7.7%	8.7%	8.5%	8.4%	7.5%	5.0%	8.9%	8.7%	8.9%
South America	9.9%	9.7%	10.1%	10.6%	10.9%	10.6%	10.4%	11.0%	6.7%
UK & Ireland	4.0%	6.5%	5.2%	4.7%	5.8%	4.9%	4.6%	4.5%	1.8%
Adjusted EBIT margin									
Consolidated	7.8%	8.5%	8.3%	8.4%	8.4%	7.8%	8.5%	8.5%	9.5%
Canada	8.1%	8.7%	9.4%	8.4%	7.5%	6.9%	8.9%	8.7%	9.4%
South America	10.4%	9.7%	10.1%	10.6%	10.9%	10.9%	10.4%	11.0%	12.6%
UK & Ireland	4.6%	6.5%	5.2%	4.7%	5.8%	6.3%	4.6%	4.5%	2.7%
EPS	0.88	1.17	0.94	0.95	0.97	0.69	0.97	0.81	0.55
Adjusted EPS	1.00	1.17	1.01	0.95	0.97	0.88	0.97	0.81	0.92
Invested capital from									
continuing operations (\$ millions)	4,313	4,876	4,580	4,333	4,275	4,495	4,683	4,843	4,473
Adjusted ROIC from continuing operations									
Consolidated	19.2%	19.3%	18.7%	18.7%	17.9%	18.0%	19.0%	19.7%	20.7%
Canada	18.2%	17.6%	16.3%	15.9%	15.4%	15.9%	17.7%	18.5%	20.1%
South America	24.5%	24.6%	25.9%	26.3%	25.9%	26.5%	26.5%	27.4%	27.6%
UK & Ireland	20.1%	20.2%	18.4%	16.9%	15.0%	11.5%	11.0%	11.5%	12.3%
Invested capital turnover from									
continuing operations (times)	2.34	2.31	2.28	2.26	2.16	2.10	2.07	2.09	2.12
Free cash flow from									
continuing operations (\$ millions)	642	(56)	(164)	124	399	330	323	(224)	260
Net debt to Adjusted EBITDA ratio from									
continuing operations (times)	1.2	1.7	1.6	1.6	1.7	1.9	1.9	2.0	1.8

⁽¹⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

⁽²⁾ Comparative results for 2023 have been restated for our adoption of the amendments to IAS 1, *Presentation of Financial Statements* effective for the financial year beginning January 1, 2024.

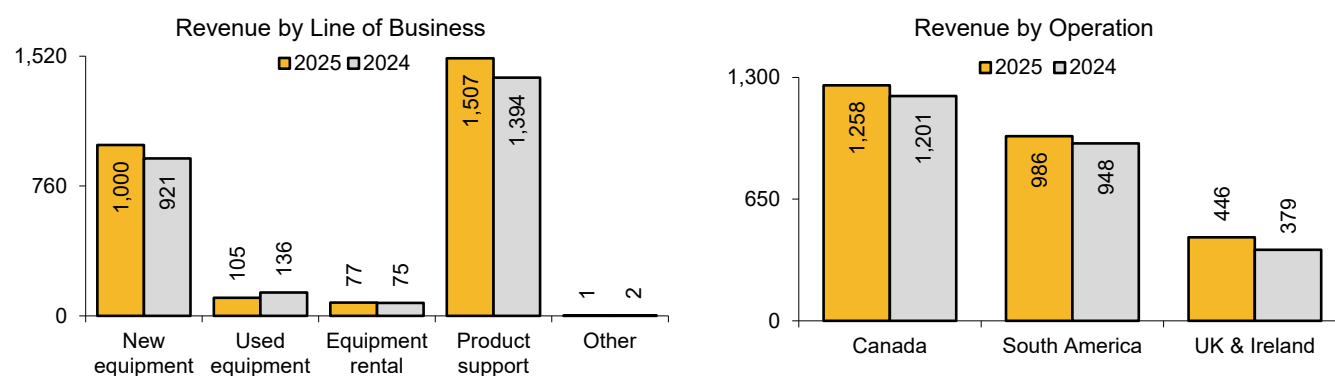
Fourth Quarter Results from Continuing Operations

Revenue

Revenue by Line of Business and by Operation

3 months ended December 31

(\$ millions)



Q4 2025 revenue of \$2.7 billion was up 6% from Q4 2024, with growth in all regions.

Product support revenue was up 8% in Q4 2025 from the same prior year period, reflecting higher activity in Canada and South America.

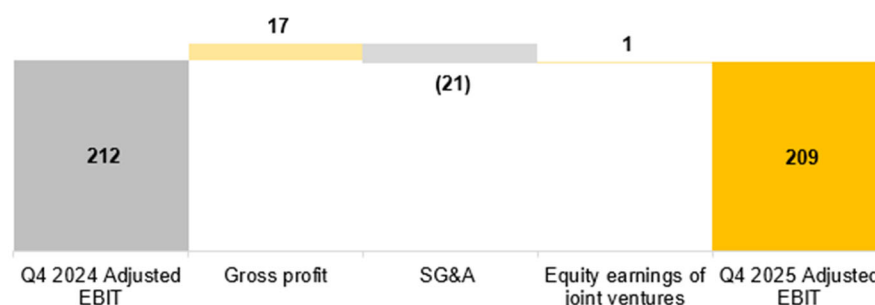
Q4 2025 new equipment revenue was 9% higher than the same prior year period with increases in all regions. Equipment backlog at December 31, 2025, of \$3.1 billion was up from \$2.9 billion at September 30, 2025, driven by strong order intake in Canada.

Q4 2025 used equipment sales were down 23% from Q4 2024. Q4 2024 had large conversions of mining rental equipment with purchase options in Canada that did not repeat this quarter.

EBIT

Q4 2025 gross profit of \$617 million was up 3% from the same period in the prior year, reflecting the higher volumes in product support and new equipment. Gross profit margin of 23.0% in Q4 2025 was 70 basis points lower than Q4 2024 mainly due to lower gross profit margins in product support and rental.

SG&A in Q4 2025 of \$413 million was 6% higher than Q4 2024. This was mainly due to \$21 million LTIP expense in Q4 2025 compared to \$3 million LTIP recovery in Q4 2024 from a significant share price increase in 2025 compared to a decrease in the prior year.



Q4 2025 EBIT was \$187 million, and EBIT margin was 6.9%. Excluding the significant item not considered indicative of financial and operational trends as described on page 16, Adjusted EBIT in Q4 2025 was \$209 million and Adjusted EBIT margin was 7.8% compared to Adjusted EBIT of \$212 million and Adjusted EBIT margin of 8.4% in Q4 2024.

Finance Costs

Finance costs in Q4 2025 were \$35 million, up from \$32 million in Q4 2024 primarily due higher other finance costs, including higher net interest costs on the defined benefit pension plans and higher interest expense from new lease contracts in 2025, partially offset by lower interest costs on short-term debt.

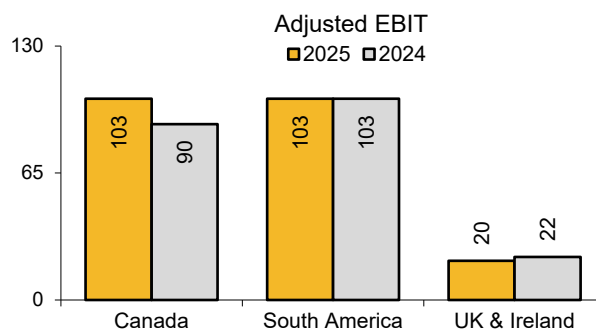
Provision for Income Taxes

The effective income tax rate in Q4 2025 was 24.3%, compared to 25.9% in Q4 2024. The Q4 2025 rate was lower primarily due to a higher proportion of earnings from lower tax jurisdictions.

Net Income from Continuing Operations and EPS

Q4 2025 net income from continuing operations was \$115 million and EPS was \$0.88. Excluding the significant item not considered indicative of financial and operational trends as described on page 16, Q4 2025 Adjusted EPS was \$1.00 compared to \$0.97 in Q4 2024. The higher Adjusted EPS in Q4 2025 primarily reflected the higher earnings in Canada and the benefit of our share repurchases, partially offset by higher LTIP costs.

Adjusted EBIT by Operation ⁽¹⁾ 3 months ended December 31 (\$ millions)



Excluding Other operations

The table below provides details of revenue by operation and lines of business and results by operations.

3 months ended December 31, 2025 (\$ millions)	Canada	South America	UK & Ireland	Other	Consol	Revenue %
New equipment	372	328	300	—	1,000	37%
Used equipment	56	23	26	—	105	4%
Equipment rental	53	14	10	—	77	3%
Product support	776	621	110	—	1,507	56%
Other	1	—	—	—	1	—
Revenue	1,258	986	446	—	2,690	100%
Operating costs ⁽¹⁾	(1,110)	(851)	(415)	(16)	(2,392)	
Depreciation and amortization	(50)	(32)	(11)	(1)	(94)	
Equity earnings of joint ventures	5	—	—	—	5	
Other expenses	(5)	(5)	(3)	(9)	(22)	
EBIT	98	98	17	(26)	187	
Revenue percentage by operation	47%	37%	16%	—	100%	
Adjusted EBIT	103	103	20	(17)	209	
<i>EBIT margin</i>	7.7%	9.9%	4.0%		6.9%	
<i>Adjusted EBIT margin</i>	8.1%	10.4%	4.6%		7.8%	

3 months ended December 31, 2024 (Restated) ⁽²⁾ (\$ millions)	Canada	South America	UK & Ireland	Other	Consol	Revenue %
New equipment	364	316	241	—	921	37%
Used equipment	97	20	19	—	136	5%
Equipment rental	48	17	10	—	75	3%
Product support	691	594	109	—	1,394	55%
Other	1	1	—	—	2	—
Revenue	1,201	948	379	—	2,528	100%
Operating costs ⁽¹⁾	(1,071)	(813)	(348)	(2)	(2,234)	
Depreciation and amortization	(44)	(32)	(9)	(1)	(86)	
Equity earnings of joint ventures	4	—	—	—	4	
EBIT	90	103	22	(3)	212	
Revenue percentage by operation	48%	37%	15%	—	100%	
<i>EBIT margin</i>	7.5%	10.9%	5.8%		8.4%	

⁽¹⁾ Operating costs are calculated as cost of sales plus selling, general, and administrative expenses less depreciation and amortization.

⁽²⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

All variances and ratios in this section are based on the functional currency of each operation (South America: USD, Canada: CAD, UK & Ireland: GBP).

South America Operations

The stronger CAD relative to the USD on average in Q4 2025 compared to Q4 2024 did not have a significant impact on revenue or at the EBIT level.

Q4 2025 revenue was up 5% from Q4 2024. Product support revenue in Q4 2025 was up 5% from Q4 2024, led by the construction sector. New equipment revenue in Q4 2025 was 4% higher than the prior year quarter, reflecting increased sales in the construction and power & energy sectors, partially offset by a decrease in the mining sector.

Gross profit in Q4 2025 was comparable to Q4 2024. Q4 2025 gross profit margin was lower than Q4 2024 reflecting lower product support margins. Q4 2025 SG&A reflected cost saving initiatives, partially offset by higher people-related costs and higher variable costs compared to Q4 2024.

Q4 2025 EBIT was \$98 million, and EBIT margin was 9.9%. Excluding the significant item not considered indicative of financial and operational trends described on page 16, Adjusted EBIT in Q4 2025 was \$103 million and Adjusted EBIT margin was 10.4% compared to \$103 million and 10.9%, respectively, in Q4 2024.

Canada Operations from Continuing Operations

Q4 2025 revenue of \$1.3 billion was up 5% from Q4 2024. Product support revenue was up 12% compared to Q4 2024 mainly due to higher activity from mining customers. New equipment sales were up 2%, reflecting strong demand in the construction sector. Rental revenue was up 10% on improved market conditions in the construction sector. Used equipment sales were down 42% from Q4 2024, which included higher RPO conversions in mining. In addition, Q4 2025 revenue was impacted by lower used equipment sales due to the tariffs imposed by the US.

Gross profit and gross profit margin in Q4 2025 were higher than Q4 2024. The increase in gross profit margin was driven by a higher proportion of product support in the revenue mix, partially offset by lower product support gross profit margins.

Q4 2025 SG&A was higher compared to Q4 2024 mainly due to higher LTIP and other people costs, including higher technician headcount, partially offset by lower provisions for customer receivables. Q4 2025 SG&A margin improved over Q4 2024.

Q4 2025 EBIT was \$98 million, and EBIT margin was 7.7%. Excluding the significant item not considered indicative of financial and operational trends described on page 16, Adjusted EBIT in Q4 2025 was \$103 million and Adjusted EBIT margin was 8.1%, higher than \$90 million and 7.5%, respectively, in Q4 2024.

UK & Ireland Operations

The weaker CAD relative to the GBP on average in Q4 2025 compared to Q4 2024 did not have a significant impact on revenue or at the EBIT level.

Fourth quarter 2025 revenue was up 14% from the same period in 2024. Q4 2025 new equipment revenue increased 21% from Q4 2024, mainly in the power & energy sector. In addition, there was a 25% increase in used equipment sales primarily in the construction sector.

Q4 2025 gross profit was comparable from the same prior year period. Q4 2025 gross profit margin was down compared to Q4 2024 primarily due to a mix shift to higher new equipment and lower product support gross profit margins. SG&A in Q4 2025 was up from Q4 2024, largely due to higher LTIP expense. Q4 2025 SG&A margin improved over Q4 2024.

Q4 2025 EBIT was \$17 million, and EBIT margin was 4.0%. Excluding the significant item not considered indicative of financial and operational trends described on page 16, Adjusted EBIT in Q4 2025 was \$20 million and Adjusted EBIT margin was 4.6%, down from \$22 million and 5.8%, respectively, in Q4 2024.

Market Update and Business Outlook

The discussion of our expectations relating to the market and business outlook in this section is forward-looking information that is based upon the assumptions and subject to the material risks discussed under the heading “Forward-Looking Information Disclaimer” beginning on page 45 of this MD&A. Actual outcomes and results may vary significantly.

South America Operations

In Chile, our outlook is underpinned by growing global demand for copper, strong copper prices, capital deployment into large-scale brownfield expansions, and customer confidence to invest in brownfield and greenfield projects. We are seeing a broad-based level of quoting, tender, and award activity for mining equipment, product support, and technology solutions. In the near term, we expect some moderation in activity levels as customers adjust their mine plans and existing equipment fleets. We also continue to expect some challenges in the labour market as the demand for skilled labour remains high.

In the Chilean construction sector, we continue to see demand from large contractors supporting mining operations, and we expect infrastructure construction activity to remain steady. In the power & energy sector, activity remains strong in the industrial and data centre markets, driving growing demand for electric power solutions.

In Argentina, we are carefully positioning our business to capture opportunities, particularly in the oil & gas and mining sectors. The operating environment remains dynamic, and we continue to closely monitor the government's rules and policies, some of which are helping drive large-scale investment. We have recently seen an increase in quoting activity for equipment and expect activity levels to improve in the coming years, subject to an improving investment environment.

Canada Operations

Our outlook for Western Canada is improving. We are encouraged by announcements regarding the potential to accelerate resource development and infrastructure project activity, but we remain cautious with respect to the timing and magnitude of such potential activity.

We expect steady activity levels in our mining business as customers renew, maintain and rebuild aging equipment. In the power & energy sector, activity remains steady in the oil and gas market, with longer term potential in the data centre market. Construction sector activity, including resource development and infrastructure project activity, is moderate but showing signs of potential for increased activity.

We remain focused on building resilience by managing our cost and invested capital levels. We are also continuing to leverage the structural changes and overhead reductions strategy demonstrated in our UK and Ireland operations to continue driving productivity improvements.

UK & Ireland Operations

With low **GDP** growth projected in the UK to continue, we expect demand in the construction sector to remain soft. We expect a growing contribution from power & energy as we continue to execute our strategy. In power & energy, quoting activity remains strong, driven by healthy demand for primary and backup power generation, particularly in the data centre market. We expect our product support business in the UK & Ireland to remain stable.

Global Trade

Ongoing tariff related announcements by the US, Canada and other countries globally has introduced a higher level of uncertainty, cost and complexity to operating for many businesses. To date, the direct impact of announced and implemented tariffs to Finning has been limited and largely centered on our Canadian operations. The indirect impact through reduced economic activity, changes to inflation as well as deferred, delayed or cancelled investment decisions across our customer base remains unknown and difficult to predict. We have not seen major shifts in customer purchasing decisions, major supply chain changes or changes in the competitive dynamics in the markets we serve as a result of the global tariff landscape, however we remain cautious given the evolution of announcements over the past year.

Strategy and Capital Expenditure Update

We plan to continue to execute our strategy in 2026: maximize product support, improve our cost and capital position to drive full-cycle resilience, and grow prudently in used, rental and power & energy. Consistent execution will enable us to continue to meet our objective of achieving a sustainably higher Adjusted ROIC in the range of 18-25% in all market conditions.

We expect our 2026 net capital and net rental fleet expenditures to be greater than \$350 million. Following a slower than expected construction market in Canada in 2024 and 2025, we expect to build our rental fleet to capture opportunities as the market improves. We also expect to make selected investments in our capacity and capabilities, such as improving our warehouse operations in Edmonton, and focused investments in South America and the UK and Ireland to better serve our customers.

Liquidity and Capital Resources

We assess liquidity in terms of our ability to generate sufficient cash flow, along with other sources of liquidity including cash and borrowings, to fund operations and growth. Liquidity is affected by operating, investing, and financing activities.

Cash flows from continuing and discontinued operations provided by (used in) each of these activities and free cash flow from continuing operations were as follows:

(\$ millions)	3 months ended		Years ended	
	December 31		December 31	
	2025	2024	2025	2024
Operating activities	724	441	688	1,011
Investing activities	(56)	(43)	217	(128)
Financing activities	(604)	(456)	(817)	(818)
Operating activities	724	441	688	1,011
Additions to property, plant, and equipment and intangible assets	(93)	(44)	(208)	(153)
Proceeds on disposal of property, plant, and equipment	11	2	98	7
Less free cash flow from discontinued operations	—	—	(32)	(37)
Free cash flow from continuing operations	642	399	546	828

The most significant contributors to the changes in cash flows for 2025 over 2024 were as follows (all events described were in the current quarter or annual period, unless otherwise stated):

	Quarter over Quarter	Year over Year
Free cash flow from continuing operations	<ul style="list-style-type: none"> • higher collections in all regions, • partially offset by higher trade payments in Canada 	<ul style="list-style-type: none"> • higher payments for inventory in all regions; and, • higher trade and other payments in South America and Canada; • partially offset by higher collections in all regions
Investing activities (excluding net spend on property, plant, and equipment)	<ul style="list-style-type: none"> • \$18 million dividend received from our joint venture 	<ul style="list-style-type: none"> • \$330 million net cash proceeds on the sales of 4Refuel and ComTech; and, • \$18 million dividend received from our joint venture; • partially offset by a \$13 million increase in short-term investments in 2025 compared to \$27 million decrease in short-term investments in 2024
Financing activities	<ul style="list-style-type: none"> • \$494 million short-term debt repayment in Q4 2025 compared to \$320 million short-term debt repayment in Q4 2024 	<ul style="list-style-type: none"> • \$284 million short-term debt repayment in 2025 compared to \$482 million short-term debt repayment in 2024; and, • \$427 million cash provided by long-term debt in 2024; • partially offset by \$207 million long-term debt repayment in 2024

Capital Resources and Management

Our cash and cash equivalents balance at December 31, 2025, was \$369 million (December 31, 2024: \$316 million). At December 31, 2025, to complement internally generated funds from operating and investing activities, we had approximately \$3.3 billion of unsecured committed and uncommitted credit facilities. Included in this amount is a committed sustainability-linked revolving credit facility totaling \$1.3 billion with various Canadian and global financial institutions, which is set to mature in June 2029. At December 31, 2025, \$0.9 billion was available under the \$1.3 billion committed sustainability-linked revolving credit facility. We are subject to certain covenants under our committed sustainability-linked revolving credit facility and were in compliance with these covenants at December 31, 2025.

We continuously monitor actual and forecasted cash flows, manage the maturity profiles of our financial liabilities, and maintain committed and uncommitted credit facilities. We believe that based on cash on hand, available credit facilities, and the discretionary nature of certain cash flows, such as rental and capital expenditures, we have sufficient liquidity to meet operational needs.

Finning is rated ⁽¹⁾ by both **DBRS** and **S&P**:

December 31	Long-term debt		Short-term debt	
	2025	2024	2025	2024
DBRS	BBB (high)	BBB (high)	R-2 (high)	R-2 (high)
S&P	BBB+	BBB+	n/a	n/a

In April 2025, DBRS affirmed our BBB (high) long-term rating and R-2 (high) commercial paper rating both with stable trends. In June 2025, S&P affirmed our BBB+ rating with stable outlook.

During the year ended December 31, 2025, we repurchased 5,293,033 common shares for cancellation for \$288 million, at an average cost of \$54.33 per share, through our **NCIB** ⁽²⁾. During the year ended December 31, 2024, we repurchased 8,127,190 common shares for cancellation for \$322 million, at an average cost of \$39.68 per share.

In connection with our NCIB, we implemented an automatic share purchase plan with a designated broker to enable share repurchases for cancellation during selected blackout periods. At December 31, 2025, we recorded an estimated obligation of \$27 million for the repurchase of shares from January 1, 2026 to February 11, 2026, under this automatic share purchase plan.

Net Debt to Adjusted EBITDA from Continuing Operations

We monitor net debt to Adjusted EBITDA from continuing operations to assess our operating leverage and ability to repay debt. This ratio approximates the length of time, in years, that it would take us to repay our debt, with net debt and Adjusted EBITDA held constant.

December 31	Finning long-term target	2025	2024 ⁽³⁾
Net debt to Adjusted EBITDA ratio from continuing operations (times)	< 3.0	1.2	1.7

⁽¹⁾ A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

⁽²⁾ A copy of the NCIB notice is available on request directed to the Corporate Secretary, 19100 94 Avenue, Surrey, BC V4N 5C3.

⁽³⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

Contractual Obligations

Payments on contractual obligations in each of the next five years are shown in the table below. The amounts presented represent the future undiscounted principal and interest cash flows, and therefore, do not necessarily equal the carrying amount on the consolidated statement of financial position.

(\$ millions)	2026	2027	2028	2029	2030	Thereafter	Total
Short-term debt	518	—	—	—	—	—	518
Long-term debt	241	324	386	443	8	237	1,639
Lease liabilities	104	91	80	68	54	57	454
Total contractual obligations	863	415	466	511	62	294	2,611

The above table does not include obligations to fund pension benefits. We make regular contributions to our registered defined benefit pension plans in Canada in order to fund the pension obligations as required. Funding levels are monitored regularly and reset with new actuarial funding valuations at least every three years. In 2025, we contributed \$3 million towards the defined benefit pension plans. Based on the most recently completed valuations, we expect to contribute approximately \$2 million to the defined benefit pension plans during the year ended December 31, 2026.

Capital and Rental Expenditures

We expect our 2026 net capital and net rental fleet expenditures to be greater than \$350 million. These planned expenditures are expected to include regular maintenance capital as well as expenditures to add capabilities and capacity to serve the growing markets in South America and reposition and build our rental fleet in Canada as the market recovers.

Employee Share Purchase Plans

We have employee share purchase plans for our Canadian and South American employees. Under the terms of these plans, eligible employees may purchase common shares of Finning in the open market at the then current market price. We pay a portion of the purchase price to a maximum of 2% of employee earnings. At December 31, 2025, 73%, 71% and 4% of eligible employees in our Corporate, Canadian, and South American operations, respectively, were contributing to these plans.

We also have an All Employee Share Purchase Ownership Plan for our employees in Finning UK & Ireland. Under the terms of this plan, we provide one common share, purchased in the open market, for every three shares purchased by Finning (UK) employees and for every one share purchased by Finning (Ireland) employees. Finning (UK) employees may contribute from £10 to £150 of their salary per month. At December 31, 2025, 43% of eligible employees in Finning (UK) were contributing to this plan. Finning (Ireland) employees may contribute from €10 to €70 of their salary per month. At December 31, 2025, 15% of eligible employees in Finning (Ireland) were contributing to this plan.

We may cancel these plans at any time.

Accounting and Estimates

We employ professionally qualified accountants throughout our finance group globally and all of our operating unit financial officers report directly to our **CFO**. Senior financial representatives are assigned to all significant projects that impact financial accounting and reporting. Policies are in place to ensure completeness and accuracy of reported transactions. Key transaction controls are in place, and there is a segregation of duties between transaction initiation, processing, and cash receipt or disbursement. Accounting, measurement, valuation, and reporting of accounts, which involve estimates and/or valuations, are reviewed quarterly by the CFO, the Vice President, Corporate Controller, and the **Audit Committee**. Significant accounting and financial topics and issues are presented to and discussed with the Audit Committee.

Management's discussion and analysis of our financial condition and results of operations is based on our Annual Financial Statements, which have been prepared in accordance with Accounting Standards. Our significant accounting policies are included in the notes to the Annual Financial Statements for the year ended December 31, 2025. Certain policies require management to make judgments, estimates, and assumptions in respect of the application of accounting policies and the reported amounts of assets, liabilities, revenues, expenses, and disclosure of contingent assets and liabilities. These policies may require particularly subjective and complex judgments to be made as they relate to matters that are inherently uncertain and because there is a likelihood that materially different amounts could be reported under different conditions or using different assumptions. We have discussed the development, selection, and application of our key accounting policies, and the critical accounting estimates and assumptions involved, with the Audit Committee.

The areas of estimation uncertainty and significant judgments involved in preparing our Annual Financial Statements for the year ended December 31, 2025, were:

- determination of the functional currency of each Finning subsidiary;
- estimation of revenues and costs associated with long-term product support contracts and complex power & energy systems;
- determination of when control transfers to customers for revenue contracts;
- determination of whether a significant economic incentive exists for sales of assets with repurchase commitments;
- identification of performance obligations in revenue contracts with customers where long-term contracts are sold bundled together with the sale of equipment;
- estimation of allowance for doubtful accounts;
- estimation of fair value of derivative financial instruments;
- inputs to the models to measure the fair value of certain share-based payments;
- estimation of provisions for slow-moving and obsolete inventory;
- estimation of provisions for income tax;
- estimation of useful lives and residual values of property, plant, and equipment and rental equipment;
- estimation of useful lives of intangible assets;
- determination of lease terms;
- identification of the **CGU** to which assets should be allocated for impairment testing;
- estimation of recoverable values for goodwill and other indefinite-lived intangible assets;
- estimation of provisions for warranty; and
- assumptions in the actuarial valuation models to measure post-employment benefits.

For additional information on the above judgments, estimates, and assumptions made, please refer to the notes to the Annual Financial Statements for the year ended December 31, 2025.

Revenue Recognition from Long-Term Product Support Contracts and Sales of Complex Power & Energy Systems

Where the outcome of performance obligations for long-term product support contracts and sales of complex power & energy systems can be estimated reliably, revenue is recognized. Revenue is measured primarily based on the proportion of contract costs incurred for work performed to-date relative to the estimated total contract costs. Variations in contract work, claims, and incentive payments are included to the extent that they have been agreed with the customer. Where the outcome of performance obligations cannot be reliably measured, contract revenue is recognized in the current period to the extent that costs have been incurred until such time that the outcome of the performance obligations can be reasonably measured. Significant assumptions are required to estimate total contract costs, which are recognized as expenses in the period in which they are incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is immediately recognized in the consolidated statement of net income.

Determination of When Control Transfers to Customers for Revenue Contracts

The Company is required to make judgments when determining when control is transferred to the customer. For the sale of new and used equipment and parts inventory, generally, control passes to the customer at the time of shipment of the equipment or parts to the customer or when commissioning of equipment is complete. In certain circumstances, management must determine if control transfers before or after the goods are shipped to the customer (for example, bill-and-hold arrangements). In making this determination, management considers whether the Company has transferred significant risks and rewards related to the product, legal title has transferred, the Company has the ability to direct or sell the product to another customer, the product is ready for physical transfer, or the product is in a condition of being capable of operating in the manner intended.

Revenue Recognition for Sales of Equipment with Repurchase Commitments

In certain circumstances, the Company enters into contracts with rights of return, at the customer's discretion, for the repurchase of equipment sold to customers for an amount which is generally based on a discount from the estimated future fair value of that equipment. At the inception of the contract, the Company is required to make judgments as to whether the customer has a significant economic incentive to exercise its right of return. When no such incentive is expected, revenue is recognized upon the sale of equipment but when a significant economic incentive is expected, revenue is recognized over the term of the contract. Significant assumptions are made in estimating residual values, which are assessed based on experience and taking into account expected future market conditions and projected disposal values.

Identifying Performance Obligations in Revenue Contracts

The Company is required to make judgments when identifying the performance obligations in contracts with customers. When the sales of parts and labour for servicing equipment under a long-term contract are sold bundled together with the sale of equipment to a customer, management typically concludes that these are two separate performance obligations as each of the promises to transfer equipment and provide services is capable of being distinct and separately identifiable.

Allowance for Doubtful Accounts

The Company records allowance for doubtful accounts that represents management's best estimate of potential losses in respect of accounts receivable and unbilled receivables. The main components of these allowances are a specific loss component that relates to individually significant exposures and a collective loss component established for groups of similar assets in respect of losses that are expected to occur.

The collective loss allowance is estimated based on historical data of payment statistics for similar financial assets, adjusted for current and forecasted future economic conditions.

Expected credit losses related to the current economic environment have been incorporated in management's estimate of its allowance for doubtful accounts. No assurance can be given that this will be sufficient or that the Company will not suffer material credit losses that will adversely affect its results. The Company allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to aging of receivable balances, external credit ratings, publicly available information about customers, expectation of customer bankruptcies, and the impact of inflation and interest rate increases on customers ability to pay) and applying experienced credit judgment. Exposures within each credit risk grade are segmented by geographic region, industry classification, and risk categorization. An expected credit loss rate is calculated for each segment.

Provisions for Slow-Moving and Obsolete Inventory

The Company makes estimates of the provision required to reflect net realizable value of slow-moving and obsolete inventory. These estimates are determined on the basis of age, redundancy, and stock levels. For equipment inventory, estimates are determined on a specific item basis. Management reviews equipment values with equipment specialists taking into account current market demand, market supply of equipment, market prices, and the age and condition of equipment. Management reviews parts inventory estimates based on market demand, parts turns, discontinued items, ability to return to the vendor, and surplus/excess items.

Provisions for Income Tax

Estimations of tax assets or liabilities require assessments to be made based on the potential tax treatment of certain items that will only be resolved once finally agreed with the relevant tax authorities.

Assumptions underlying the composition of deferred tax assets and liabilities include estimates of future results of operations and the timing of reversal of temporary differences as well as the substantively enacted tax rates and laws in each jurisdiction where we operate at the time of the expected reversal. The composition of deferred tax assets and liabilities changes from period to period due to the uncertainties surrounding these assumptions and changes in tax rates or regimes which could have a material effect on expected results.

Judgment is required as income tax laws and regulations can be complex and are potentially subject to a different interpretation between us and the respective tax authority. Due to the number of variables associated with the differing tax laws and regulations across the multiple jurisdictions where we operate, the precision and reliability of the resulting estimates are subject to uncertainties and may change as additional information becomes known. Net income in subsequent periods may be impacted by the amount that estimates differ from the final tax return or from any subsequent re-assessment.

Goodwill and Intangible Assets with Indefinite Lives

The recoverable value of each CGU or group of CGUs is estimated using a discounted cash flow model. The process of determining these recoverable values requires estimates and assumptions including, but not limited to, future cash flows, growth projections, associated economic risk assumptions and estimates of key operating metrics and drivers, and **WACC** rates. Cash flow projections are based on financial budgets approved by our **Board**. Projected cash flows are discounted using WACC rates. These estimates are subject to change due to uncertain competitive and economic market conditions or changes in business strategies.

Judgment is used to identify the CGUs to which intangible assets should be allocated, and the CGU or group of CGUs at which goodwill is monitored for management purposes.

The recoverable value of CGUs or group of CGUs requires the use of estimates related to the future operating results, cash-generating ability of the assets, discount rates, and growth rates.

Related Party Transactions

Related party transactions incurred in the normal course of business between us and our subsidiaries have been eliminated on consolidation and are not considered material for disclosure. Information on our wholly-owned subsidiaries and the main countries in which they operate is contained in Note 2 of the Annual Financial Statements. Compensation of key management personnel is disclosed in Note 25 of the Annual Financial Statements.

New Accounting Pronouncements

No recent amendments to accounting standards had an impact on our financial statements. For more details on future accounting pronouncements and effective dates, please refer to Note 2 of our Annual Financial Statements.

Risk Factors and Management

We are exposed to market, credit, liquidity, and other risks in the normal course of our business activities. Our **ERM** process is designed to ensure that such risks are identified, managed, and reported. This framework assists us in managing business activities and risks across the organization to achieve our strategic objectives.

We maintain a strong risk management culture to protect and enhance shareholder value. On a quarterly basis, Board level committees review our business risk assessment and the management of key business risks, any changes to key risk exposures, and the steps taken to monitor and control such exposures, and report their review to the Board. The Board reviews all material risks on an annual basis. The Board also reviews the adequacy of disclosures of key risks in our AIF, MD&A, and financial statements on a quarterly and annual basis. All key financial risks are disclosed in our MD&A and other key business risks are disclosed in our AIF. For more information on our financial instruments, including accounting policies, description of financial risks, and relevant financial risk sensitivities, please refer to Note 9 of the Annual Financial Statements.

Commodity Prices

We are affected by fluctuations in the prices of commodities, such as copper, gold, and other metals, metallurgical coal, natural gas, oil, and lumber. We provide equipment and parts and service to customers in resource and construction industries. In the resource sector, fluctuations in commodity prices and changes in the long-term outlook for commodities impact customer decisions regarding capital expenditures and production levels, which determine demand for equipment, parts and service. In the construction sector, publicly funded infrastructure spending is indirectly impacted by fluctuations in commodity prices, particularly in regions with resource-based economies. In Canada, our customers, mostly in the oil sands in Northern Alberta, are exposed to the price of oil. In South America, our customers are primarily exposed to the price of copper and, to a much lesser extent, the prices of gold, other metals, and natural gas. In the UK & Ireland, our resource sector customers operate in offshore oil & gas. Significant fluctuations in these commodity prices could have a material impact on our financial results.

In periods of significantly lower commodity prices, demand is reduced as development of new projects is slowed or stopped and production from existing projects can be curtailed, leading to less demand for equipment. However, product support growth has been, and is expected to continue to be, important in mitigating the effects of downturns in the business cycle. Alternatively, if commodity prices rapidly increase, customer demand for our products and services could increase and apply pressure on our ability to supply the products or skilled technicians on a timely and cost-efficient basis. To assist in mitigating the impacts of fluctuations in demand for our products and services, we work closely with Caterpillar to achieve an adequate and timely supply of product and have implemented human resources recruiting and workforce management strategies to achieve adequate staffing levels.

Financial Instruments Risk

We are exposed to risks through our operations that arise from the use of financial instruments, which include credit risk and liquidity risk. Under the normal course of operations, we have mitigation strategies to minimize these risks. In the current economic climate, we have heightened exposure to these risks.

Credit Risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This risk arises principally in respect of our cash and cash equivalents, receivables from customers, receivables from suppliers, and derivative assets.

Credit risk associated with cash and cash equivalents is managed by ensuring that these financial assets are held with major financial institutions with strong investment grade ratings and by monitoring the exposures with any single institution. An ongoing review is performed to evaluate the changes in the credit rating of counterparties.

Credit risk associated with accounts receivable and unbilled receivables from customers is minimized because of the diversification of our operations as well as the diversified customer base and geographical dispersion. We limit our exposure to credit risk from accounts receivable by establishing a maximum payment period for customers. We also have policies in place to manage credit risk, including maintaining credit limits for customers taking into account factors such as projected purchase values, credit worthiness of the customer, and payment performance.

We are exposed to risk on supplier claims receivable, primarily from Caterpillar, with whom we have had an ongoing relationship since 1933.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquid financial resources to fund operations and meet commitments and obligations. We maintain bilateral and syndicated credit facilities, continuously monitor actual and forecast cash flows, and manage maturity profiles of financial liabilities. Based on the availability of credit facilities, our business operating plans, and the discretionary nature of some cash outflows, such as rental and capital expenditures, we believe we continue to have sufficient liquidity to meet operational needs.

We will require capital to finance future growth and to refinance outstanding debt obligations as they come due for repayment. If the cash generated from our operations is not sufficient to fund future growth, capital, and debt repayment requirements, we will require additional debt or equity financing. Our ability to access capital markets for additional debt or equity on terms that are acceptable will be dependent upon prevailing market conditions, as well as our financial condition. Further, our ability to increase the level of debt financing may be limited by financial covenants or credit rating objectives. The ability to raise additional financing for future activities may be impaired, or such financing may not be available on favourable terms, due to conditions beyond our control, such as uncertainty in the capital markets, depressed commodity prices or country risk factors.

In Argentina, we have experienced government currency restrictions in the past that have impacted our ability to meet our USD financial obligations as they fall due. Recent market conditions have improved, allowing for access to USD and an improved ability to pay suppliers. We continue to monitor market conditions and actively reduce local currency exposure. While our access to USD in Argentina has improved since Q4 2023, government rules and policies as well as economic conditions are subject to change, and may impact our ability to manage our liquidity risk.

Market Risk and Hedging

Market risk is the risk that changes in the market, such as foreign exchange rates and interest rates, will affect our net income or the fair value of our financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

We utilize foreign currency debt, derivative financial instruments, and short-term investments in order to manage our foreign currency and interest rate exposures. We use derivative financial instruments only in connection with managing related risk positions and do not use them for trading or speculative purposes. All such transactions are carried out within the guidelines set by us and approved by the Audit Committee. For more information on our accounting policy on financial instruments, please refer to Note 9 of the Annual Financial Statements.

Foreign Exchange Risk

We are geographically diversified, with significant investments in several different countries. We transact business in multiple currencies, the most significant of which are the CAD, USD, GBP, **CLP**, and **ARS**. The functional currency of our South American operations is USD and the functional currency of our UK & Ireland operations is primarily GBP (Finning's Ireland operations functional currency is the Euro). As a result, we have foreign currency exposure with respect to items denominated in foreign currencies. Our main types of foreign exchange risk are translation and transaction exposure.

Translation Exposure

The most significant foreign exchange impact on our net income and other comprehensive income is the translation of foreign currency-based earnings and net assets or liabilities into CAD, which is our presentation currency. Our South American and UK & Ireland operations have functional currencies other than CAD and, as a result, exchange rate movements between the USD/CAD and GBP/CAD will impact the consolidated results of the South American and UK & Ireland operations in CAD terms. We do not hedge our exposure to foreign exchange risk with regard to foreign currency earnings.

Assets and liabilities of our South American and UK & Ireland operations are translated into CAD using the exchange rates in effect at the consolidated statement of financial position dates. Any translation gains and losses are recorded as foreign currency translation adjustments in other comprehensive income. To the extent practical, it is our objective to manage this exposure by hedging a portion of our foreign investments with loans denominated in foreign currencies. The 5% stronger CAD relative to the USD and 2% weaker CAD relative to the GBP at December 31, 2025, compared to December 31, 2024, resulted in a foreign currency translation loss of \$73 million recorded in 2025. This was partially offset by a \$14 million foreign exchange gain on net investment hedges.

Transaction Exposure

Many of our operations purchase, sell, rent, and lease assets and incur costs in currencies other than their functional currency. This mismatch of currencies creates transactional exposure, which may affect our profitability as exchange rates fluctuate. For example, our Canadian operating results are exposed to volatility in USD/CAD rates between the timing of equipment and parts purchases that are made in USD and the ultimate sale to customers made in CAD. A portion of this exposure is hedged through the use of forward exchange contracts as well as managed through pricing practices. We apply hedge accounting to hedges of certain inventory purchases in our Canadian operations.

The results of our operations are impacted by the translation of foreign-denominated transactions; the results of our Canadian operations are most impacted by USD based revenue and costs, and the results of our South American operations are most impacted by CLP and ARS based revenues and costs.

We are also exposed to foreign currency risks related to the future cash flows on our foreign-denominated financial assets and financial liabilities and foreign-denominated net asset or net liability positions on our consolidated statement of financial position, primarily the USD/CAD in Canada and USD/CLP and USD/ARS in South America. We enter into forward exchange contracts, short-term investments, and short-term borrowings to manage some mismatches in foreign currency cash flows but do not fully hedge balance sheet exposure, so this may result in unrealized foreign exchange gains or losses until the financial assets and financial liabilities are settled. Continued government currency restrictions may impact the foreign currency risk and exposure of our South American operations.

The CAD has historically been positively correlated to certain commodity prices. In a scenario of declining commodity prices, our resource industry customers may curtail capital expenditures and decrease production which can result in reduced demand for equipment, parts, and services. In this scenario, a weaker CAD to USD positively impacts our financial results when USD based revenues and earnings are translated into CAD reported revenues and earnings, although lags may occur.

The results of our South American operations are affected by changes in the USD/CLP and USD/ARS relationships. Historically, the CLP has been positively correlated to the price of copper. As the price of copper declines, the value of the CLP weakens against the USD and our revenue may be impacted as mining customers curtail their equipment and product support spend. In South America, our SG&A is largely denominated in local currency. A weaker CLP to USD or ARS to USD positively impacts our financial results when local currency-based costs are translated into USD reported SG&A, partly offsetting the impact on revenue. The reverse holds true in an environment where the copper price strengthens, although generally there is a lag between the increase in SG&A and the improvement in revenue. These impacts are partially offset by our hedging programs.

Our competitive position may also be impacted as relative currency movements affect the business practices and/or pricing strategies of our competitors.

Key exchange rates that impacted our results were as follows:

Exchange rate	3 months ended								
	December 31			December 31 – average			December 31 – average		
	2025	2024	Change	2025	2024	Change	2025	2024	Change
USD/CAD	1.3706	1.4389	5%	1.3947	1.3982	0%	1.3978	1.3698	(2)%
GBP/CAD	1.8428	1.8029	(2)%	1.8545	1.7922	(3)%	1.8420	1.7504	(5)%
USD/CLP	907.13	996.46	9%	934.32	962.94	3%	950.74	943.23	(1)%
USD/ARS	1,455.00	1,032.00	(41)%	1,438.25	1,000.71	(44)%	1,223.34	911.61	(34)%

The impact of foreign exchange due to fluctuations in the value of CAD relative to USD, GBP, CLP, and ARS is expected to continue to affect our results.

Interest Rate Risk

Changes in market interest rates can cause fluctuations in the fair value or future cash flows of financial instruments.

We are exposed to changes in interest rates on some of our interest-bearing financial assets. Our floating-rate financial assets comprise cash and cash equivalents and short-term investments. Due to the short-term nature of these financial assets, the impact of fluctuations in fair value is limited but interest income earned can be impacted. Notes receivable bear interest at a fixed rate thus their fair value will fluctuate prior to maturity but, absent monetization, future cash flows do not change.

We are exposed to changes in interest rates on our variable interest-bearing financial liabilities, primarily from short-term debt. Our debt portfolio comprises both fixed and floating rate debt instruments, with terms to maturity ranging up to 2042. Our floating rate debt is short term in nature and as a result, we are exposed to limited fluctuations in changes to fair value, but finance costs and cash flows will increase or decrease as interest rates change.

The fair value of our fixed rate debt obligations fluctuates with changes in interest rates, but absent early settlement, related cash flows do not change. We are exposed to changes in future interest rates upon refinancing of any debt prior to or at maturity.

We manage our interest rate risk by balancing our portfolio with fixed and floating rate debt, as well as managing the term to maturity of our debt portfolio, but no assurance can be given that these efforts will fully offset all risk.

Share-Based Payment Risk

Share-based payment plans are an integral part of our employee compensation program and can be in the form of our common shares or cash payments that reflect the value of our shares and the extent we are able to achieve or exceed specified performance levels. Share-based payment plans are accounted for at fair value, and the expense associated with these plans can therefore vary as our share price, share price volatility, performance, and employee exercise behaviour change. For further details on our share-based payment plans, please refer to Note 12 of the Annual Financial Statements.

Contingencies and Guarantees

Due to the size, complexity, and nature of our operations, various legal, customs, and tax matters are pending. It is not currently possible to predict the outcome of such matters due to various factors, including the preliminary nature of some claims, an incomplete factual record, and uncertainty concerning procedures and their resolution by the courts, customs, or tax authorities. However, subject to these limitations, we are of the opinion, based on legal assessments and information presently available, that, except as stated below, it is not likely that any liability would have a material effect on our financial position or results of operations.

Our subsidiary, **FASA**, began to export an agricultural animal feed product from Argentina in the third quarter of 2012 in response to the Argentina government's efforts to balance imports and exports and to manage access to foreign currency. These exports enabled us to import goods into Argentina to satisfy customer demand, while meeting the government's requirements. FASA has not exported agricultural animal feed product since the third quarter of 2013. The **ACA** has made a number of claims against FASA associated with the export of this agricultural animal feed product over this period and has also issued an order that could result in up to a one-year suspension of imports into Argentina by a portion of the business. The essence of these claims relates to the tariff classification of this product and therefore the export duty payable. FASA has appealed these claims and the order, believes they are without merit, and is confident in their position. In 2024, the Argentina government abolished the industry-wide import registration requirement, which is the basis for the license the government has purported to suspend (the suspension is currently not in force) and FASA has applied to have the suspension cancelled on this ground. Mitigation measures are available to FASA in the unlikely event the import suspension order is not cancelled and the appeal of the potential imports suspension order is not successful. These pending matters may take a number of years to resolve. In response to an application by the Canadian government, in April 2021, in September 2022, and in September 2023 in a final vote, the member states of the **WCO** voted by a significant margin in favour of the tariff classification used by FASA. These results have been filed in FASA's appeals of the ACA claims. During 2025, the Argentina Tax Court continued to issue decisions in favour of the tariff classification used by FASA. We expect the ACA will appeal these decisions to the Federal Court of Appeal, and by the end of 2025, the ACA had appealed fourteen decisions. In 2025, the Court of Appeal ruled on five of these appealed cases, all in favour of FASA. The ACA has commenced the process to appeal three of the five Court of Appeal decisions to the Supreme Court. We are confident the Courts in Argentina will follow the decision of the WCO. Should the ultimate resolution of these matters differ from our assessment and, in the case of the potential suspension of imports into Argentina by a portion of the business, the order could not be cancelled and the mitigation measures not be effective, this could have a material negative impact on our financial position.

In certain circumstances we enter into contracts with rights of return, at the customer's discretion, for the repurchase or trade-in of equipment sold to customers for an amount which is generally based on a discount from the estimated future fair value of that equipment. At December 31, 2025, the total estimated value of these contracts outstanding was \$82 million (2024: \$68 million) coming due at periods ranging from 2026 to 2033. Our experience to date has been that the estimated fair value of the equipment at the exercise date of the contract is generally greater than the repurchase price or trade-in amount, however, there can be no assurance that this experience will continue in the future. The total amount recognized as a provision against these contracts at December 31, 2025, was \$1 million (2024: \$1 million).

For further information on our commitments, contingencies, guarantees, and indemnifications, refer to Notes 26 and 27 of the Annual Financial Statements.

Outstanding Share Data

February 5, 2026

Common shares outstanding	130,822,472
Options outstanding	733,631

Controls and Procedures Certification

Disclosure Controls and Procedures

We are responsible for establishing and maintaining a system of controls and procedures over the public disclosure of our financial and non-financial information. Such controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the **CEO** and CFO, on a timely basis so that appropriate decisions can be made regarding public disclosure.

The CEO and the CFO, together with other members of management, have designed our disclosure controls and procedures in order to provide reasonable assurance that material information relating to Finning and its consolidated subsidiaries is made known to them in a timely manner.

We have a Corporate Disclosure Policy and a Disclosure Committee in place to mitigate risks associated with the disclosure of inaccurate or incomplete information, or failure to disclose required information.

- The Corporate Disclosure Policy sets out accountabilities, authorized spokespersons, and our approach to the determination, preparation, and dissemination of material information. The policy also defines restrictions on insider trading and the handling of confidential information.
- The Disclosure Committee, consisting of senior management, including legal counsel, reviews all financial information prepared for communication to the public to ensure it meets all regulatory requirements. The Disclosure Committee is responsible for raising any outstanding issues it believes require the attention or approval of the Audit Committee prior to recommending disclosure, subject to legal requirements applicable to disclosure of material information.

Internal Control over Financial Reporting

We are responsible for establishing and maintaining adequate internal control over financial reporting. We have designed internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Accounting Standards. There has been no change in the design of our internal controls over financial reporting during the year ended December 31, 2025, that would materially affect, or is reasonably likely to materially affect, our internal control over financial reporting.

Regular involvement of our internal audit function and quarterly reporting to the Audit Committee assist in providing reasonable assurance that the objectives of the control system are met. While our officers have designed our disclosure controls and procedures and internal control over financial reporting to provide reasonable assurance that the objectives of the control systems are met, they are aware that these controls and procedures may not prevent all errors and fraud. A control system, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met.

Evaluation of Effectiveness

As required by National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings* issued by the Canadian securities regulatory authorities, an evaluation of the design and testing of the effectiveness of the operation of the Company's disclosure controls and procedures and internal control over financial reporting was conducted as of December 31, 2025, by and under the supervision of management. In making the assessment of the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, we used the criteria set forth by the **COSO** in *Internal Control – Integrated Framework (2013 edition)*. The evaluation included documentation review, enquiries, testing, and other procedures considered by us to be appropriate in the circumstances.

Based on that evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures and internal control over financial reporting were effective as of December 31, 2025.

Description of Specified Financial Measures and Reconciliations

Specified Financial Measures

We believe that certain specified financial measures, including non-GAAP financial measures, provide users of our MD&A and consolidated financial statements with important information regarding the operational performance and related trends of our business. The specified financial measures we use do not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other issuers. Accordingly, specified financial measures should not be considered as a substitute or alternative for financial measures determined in accordance with GAAP (GAAP financial measures). By considering these specified financial measures in combination with the comparable GAAP financial measures (where available) we believe that users are provided a better overall understanding of our business and financial performance during the relevant period than if they simply considered the GAAP financial measures alone.

We use KPIs to consistently measure performance against our priorities across the organization. Some of our KPIs are specified financial measures.

There may be significant items that we do not consider indicative of our operational and financial trends, either by nature or amount. We exclude these items when evaluating our operating financial performance. These items may not be non-recurring, but we believe that excluding these significant items from GAAP financial measures provides a better understanding of our financial performance when considered in conjunction with the GAAP financial measures. Financial measures that have been adjusted to take these significant items into account are referred to as “Adjusted” measures. Adjusted measures are specified financial measures and are intended to provide additional information to readers of the MD&A.

Descriptions and components of the specified financial measures we use in this MD&A are set out below. Where applicable, quantitative reconciliations from certain specified financial measures to their most directly comparable GAAP financial measures (specified, defined, or determined under GAAP and used in our consolidated financial statements) are also set out below.

Adjusted EPS

Adjusted EPS excludes the after-tax per share impact of significant items that we do not consider to be indicative of operational and financial trends either by nature or amount to provide a better overall understanding of our underlying business performance. The tax impact of each significant item is calculated by applying the relevant applicable tax rate for the jurisdiction in which the significant item occurred. The after-tax per share impact of significant items is calculated by dividing the after-tax amount of significant items by the weighted average number of common shares outstanding during the period.

A reconciliation between EPS (the most directly comparable GAAP financial measure) and Adjusted EPS can be found on page 38 of this MD&A.

Adjusted EBIT and Adjusted EBITDA

Adjusted EBIT and Adjusted EBITDA exclude items that we do not consider to be indicative of operational and financial trends, either by nature or amount, to provide a better overall understanding of our underlying business performance.

Adjusted EBITDA is calculated by adding depreciation and amortization to Adjusted EBIT.

The most directly comparable GAAP financial measure to Adjusted EBITDA and Adjusted EBIT is EBIT.

Significant items identified by management that affected our results from continuing operations were as follows:

- In Q4 2025, following an evaluation of the business needs of our operations, including an alignment with Caterpillar's digital and technology strategy, several technology assets have been or are being decommissioned; as a result, we derecognized previously capitalized costs.
- In Q2 2025, we recorded severance costs for headcount reductions related to consolidation efforts and changes to our organizational structure focused on non-revenue generating positions, primarily in selected back office and technology roles.
- In Q3 2024, we recorded severance costs related to the headcount reductions and consolidation efforts focused on non-revenue generating positions, including selected technology and supply chain roles as well as some financial support functions as we worked to simplify our business activities in each of our operations.
- In Q3 2024, our Canadian operations recorded an estimated loss for receivables from Victoria Gold, a mining customer that was placed into receivership following a landslide at its mine.
- On December 13, 2023, the then newly-elected Argentine government devalued the ARS official exchange rate by 118% from 366.5 ARS to 800 ARS for USD 1. As a result of prolonged government currency restrictions, including no material access to USD starting in late August 2023, our ARS exposure increased and during this period economic hedges were not available. As a result of the growth in our ARS exposure and the significant devaluation of the ARS in the fourth quarter, our South American operations incurred a foreign exchange loss of \$56 million which exceeds the typical foreign exchange impact in the region.
- We began to implement our invested capital improvement plan as outlined at our 2023 Investor Day, which targets selling and optimizing real estate and exiting low-ROIC activities. In Q4 2023:
 - our South American operations sold a property in Chile and recorded a gain of \$13 million on the sale; and
 - following an evaluation of the business needs of our operations and related intangible assets, several software and technology assets had been or were planned to be decommissioned, and as a result, we derecognized previously capitalized costs of \$12 million.
- In Q1 2023, we executed various transactions to simplify and adjust our organizational structure. We wound up two wholly-owned subsidiaries, recapitalized and repatriated \$170 million of profits from our South American operations, and incurred severance costs in each region as we reduced corporate overhead costs and simplified our operating model. As a result of these activities, our Q1 2023 financial results were impacted by significant items that we do not consider indicative of operational and financial trends:
 - net foreign currency translation gain and income tax expense were reclassified to net income on the wind up of foreign subsidiaries;
 - withholding tax payable related to the repatriation of profits; and
 - severance costs incurred in all our operations.
- Finning qualified for and recorded a benefit from Q2 2020 to Q1 2021 related to **CEWS**, which was introduced by the Government of Canada in response to the **COVID-19** pandemic for eligible entities that met specific criteria.
- In December 2020, the shareholders of **Energyst**, which included Finning, decided to restructure the company. A plan was put in place to sell any remaining assets and wind up Energyst, with net proceeds from the sale to be distributed to Energyst's shareholders. In Q1 2021, we recorded a return on our investment in Energyst.

A reconciliation from EBIT to Adjusted EBIT and Adjusted EBITDA for our consolidated operations is as follows:

(Restated) (\$ millions)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
EBIT ⁽¹⁾	187	240	203	205	212	160	220	195	168	246	235	233	744	539
Significant items:														
Write-off of intangible assets	22	—	—	—	—	—	—	—	12	—	—	—	—	—
Severance costs	—	—	12	—	—	19	—	—	—	—	—	18	—	—
Estimated loss for a customer receivable	—	—	—	—	—	14	—	—	—	—	—	—	—	—
Foreign exchange and tax impact of devaluation of ARS	—	—	—	—	—	—	—	—	56	—	—	—	—	—
Gain on sale of property, plant, and equipment	—	—	—	—	—	—	—	—	(13)	—	—	—	—	—
Gain on wind up of foreign subsidiaries	—	—	—	—	—	—	—	—	—	—	—	(41)	—	—
CEWS support	—	—	—	—	—	—	—	—	—	—	—	—	—	(10)
Return on Energyst investment	—	—	—	—	—	—	—	—	—	—	—	—	—	(5)
Adjusted EBIT ⁽¹⁾	209	240	215	205	212	193	220	195	223	246	235	210	744	524
Depreciation and amortization ⁽¹⁾	94	95	95	90	86	91	89	90	90	86	86	84	301	291
Adjusted EBITDA ⁽¹⁾⁽²⁾⁽³⁾	303	335	310	295	298	284	309	285	313	332	321	294	1,045	815

⁽¹⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

⁽²⁾ These are non-GAAP financial measures. See “Description of Specified Financial Measures and Reconciliations” in this MD&A.

⁽³⁾ Reported financial measures may be impacted by significant items described on pages 35-39 of this MD&A. Financial measures that have been adjusted to take these items into account are referred to as “Adjusted” measures. See “Description of Specified Financial Measures and Reconciliations” in this MD&A.

The income tax impact of the significant items was as follows:

(\$ millions)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
Significant items:														
Write-off of intangible assets	(6)	—	—	—	—	—	—	—	(3)	—	—	—	—	—
Severance costs	—	—	(3)	—	—	(4)	—	—	—	—	—	(5)	—	—
Estimated loss for														
a customer receivable	—	—	—	—	—	(4)	—	—	—	—	—	—	—	—
Foreign exchange and tax														
impact of devaluation of ARS	—	—	—	—	—	—	—	—	(3)	—	—	—	—	—
Gain on sale of property,														
plant, and equipment	—	—	—	—	—	—	—	—	4	—	—	—	—	—
Gain on wind up of foreign														
subsidiaries	—	—	—	—	—	—	—	—	—	—	—	9	—	—
Withholding tax on repatriation														
of profits	—	—	—	—	—	—	—	—	—	—	—	19	—	—
CEWS support	—	—	—	—	—	—	—	—	—	—	—	—	—	2
(Recovery of) provision for taxes														
on the significant items	(6)	—	(3)	—	—	(8)	—	—	(2)	—	—	23	—	2

A reconciliation from EPS to Adjusted EPS for our consolidated operations is as follows:

(Restated) (\$)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
EPS ⁽¹⁾⁽²⁾	0.88	1.17	0.94	0.95	0.97	0.69	0.97	0.81	0.55	1.03	0.96	0.86	3.14	2.20
Significant items:														
Write-off of intangible assets	0.12	—	—	—	—	—	—	—	0.06	—	—	—	—	—
Severance costs	—	—	0.07	—	—	0.11	—	—	—	—	—	0.09	—	—
Estimated loss for a customer receivable	—	—	—	—	—	0.08	—	—	—	—	—	—	—	—
Foreign exchange and tax of devaluation of ARS	—	—	—	—	—	—	—	—	0.37	—	—	—	—	—
Gain on sale of property, plant, and equipment	—	—	—	—	—	—	—	—	(0.06)	—	—	—	—	—
Gain on wind up of foreign subsidiaries	—	—	—	—	—	—	—	—	—	—	—	(0.21)	—	—
Withholding tax on repatriation of profits	—	—	—	—	—	—	—	—	—	—	—	0.12	—	—
CEWS support	—	—	—	—	—	—	—	—	—	—	—	—	—	(0.05)
Return on Energyst investment	—	—	—	—	—	—	—	—	—	—	—	—	—	(0.03)
Adjusted EPS ⁽¹⁾⁽²⁾	1.00	1.17	1.01	0.95	0.97	0.88	0.97	0.81	0.92	1.03	0.96	0.86	3.14	2.12

A reconciliation from EBIT to Adjusted EBIT for our Canadian operations is as follows:

(Restated) (\$ millions)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
EBIT ⁽¹⁾	98	117	114	101	90	61	123	105	108	131	129	120	411	314
Significant items:														
Write-off of intangible assets	5	—	—	—	—	—	—	—	5	—	—	—	—	—
Severance costs	—	—	11	—	—	9	—	—	—	—	—	4	—	—
Estimated loss for a customer receivable	—	—	—	—	—	14	—	—	—	—	—	—	—	—
CEWS support	—	—	—	—	—	—	—	—	—	—	—	—	—	(10)
Adjusted EBIT ⁽¹⁾	103	117	125	101	90	84	123	105	113	131	129	124	411	304

(1) As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.

(2) The per share impact for each quarter has been calculated using the weighted average number of common shares outstanding during the respective quarters; therefore, quarterly amounts may not add to the annual or year-to-date total.

A reconciliation from EBIT to Adjusted EBIT for our South American operations is as follows:

(\$ millions)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
EBIT	98	109	96	101	103	101	93	84	55	104	104	74	310	209
Significant items:														
Write-off of intangible assets	5	—	—	—	—	—	—	—	4	—	—	—	—	—
Severance costs	—	—	—	—	—	3	—	—	—	—	—	7	—	—
Foreign exchange and tax impact of devaluation of ARS	—	—	—	—	—	—	—	—	56	—	—	—	—	—
Gain on sale of property, plant, and equipment	—	—	—	—	—	—	—	—	(13)	—	—	—	—	—
Adjusted EBIT	103	109	96	101	103	104	93	84	102	104	104	81	310	209

A reconciliation from EBIT to Adjusted EBIT for our UK & Ireland operations is as follows:

(\$ millions)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
EBIT	17	24	17	14	22	16	15	14	6	19	18	15	74	53
Significant items:														
Write-off of intangible assets	3	—	—	—	—	—	—	—	3	—	—	—	—	—
Severance costs	—	—	—	—	—	4	—	—	—	—	—	2	—	—
Adjusted EBIT	20	24	17	14	22	20	15	14	9	19	18	17	74	53

A reconciliation from EBIT to Adjusted EBIT for our Other operations is as follows:

(\$ millions)	2025				2024				3 months ended 2023				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
EBIT	(26)	(10)	(24)	(11)	(3)	(18)	(11)	(8)	(1)	(8)	(16)	24	(51)	(37)
Significant items:														
Write-off of intangible assets	9	—	—	—	—	—	—	—	—	—	—	—	—	—
Severance costs	—	—	1	—	—	3	—	—	—	—	—	5	—	—
Gain on wind up of foreign subsidiaries	—	—	—	—	—	—	—	—	—	—	—	(41)	—	—
Return on Energyst investment	—	—	—	—	—	—	—	—	—	—	—	—	—	(5)
Adjusted EBIT	(17)	(10)	(23)	(11)	(3)	(15)	(11)	(8)	(1)	(8)	(16)	(12)	(51)	(42)

Equipment Backlog

Equipment backlog is defined as the retail value of new equipment units ordered by customers for future deliveries. We use equipment backlog as a measure of projecting future new equipment deliveries. There is no directly comparable GAAP financial measure for equipment backlog.

Free Cash Flow from Continuing Operations

Free cash flow is defined as cash flow provided by or used in operating activities less net additions to property, plant, and equipment and intangible assets, as disclosed in our financial statements. Free cash flow from continuing operations excludes free cash flow from discontinued operations. We use free cash flow from continuing operations to assess cash operating performance, including working capital efficiency. Positive free cash flow generation enables us to re-invest capital to grow our business, repay debt, and return capital to shareholders. A reconciliation from cash flow used in or provided by operating activities to free cash flow from continuing operations is as follows:

(\$ millions)	2025				2024				3 months ended				Years ended	
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
Cash flow provided by (used in) operating activities	724	(58)	(127)	149	441	383	364	(177)	291	37	66	(166)	1	425
Additions to property, plant, and equipment and intangible assets	(93)	(59)	(30)	(26)	(44)	(38)	(34)	(37)	(51)	(50)	(40)	(79)	(171)	(133)
Proceeds on disposal of property, plant, and equipment	11	61	14	12	2	1	—	4	40	13	5	—	—	8
Less free cash flow from discontinued operations	—	—	(21)	(11)	—	(16)	(7)	(14)	(20)	2	(8)	(21)	(1)	(6)
Free cash flow from continuing operations	642	(56)	(164)	124	399	330	323	(224)	260	2	23	(266)	(171)	294

Invested Capital from Continuing Operations

Invested capital is defined as net debt plus total equity. Invested capital is also calculated as total assets less total liabilities, excluding net debt. Net debt is calculated as short-term and long-term debt, net of cash and cash equivalents. We use invested capital from continuing operations as a measure of the total cash investment made in Finning and each reportable segment. Invested capital from continuing operations is used in a number of different measurements (ROIC from continuing operations, Adjusted ROIC from continuing operations, invested capital turnover from continuing operations) to assess financial performance against other companies and between reportable segments. Invested capital from continuing operations is calculated as follows:

(\$ millions)	2025				2024				2023				2022	2021
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
Cash and cash equivalents	(369)	(312)	(431)	(433)	(316)	(298)	(233)	(215)	(152)	(168)	(74)	(129)	(288)	(502)
Short-term debt	518	1,022	944	939	844	1,103	1,234	1,322	1,239	1,372	1,142	1,266	1,068	374
Long-term debt														
Current	180	181	—	6	6	—	—	68	199	203	199	253	114	190
Non-current	1,196	1,200	1,375	1,390	1,390	1,378	1,378	1,379	949	955	949	675	815	921
Net debt ⁽¹⁾	1,525	2,091	1,888	1,902	1,924	2,183	2,379	2,554	2,235	2,362	2,216	2,065	1,709	983
Total equity	2,788	2,785	2,692	2,676	2,642	2,591	2,590	2,574	2,530	2,535	2,414	2,480	2,461	2,343
Invested capital ⁽²⁾	4,313	4,876	4,580	4,578	4,566	4,774	4,969	5,128	4,765	4,897	4,630	4,545	4,170	3,326
Less invested capital from discontinued operations	—	—	—	(245)	(291)	(279)	(286)	(285)	(292)	(305)	(296)	(294)	(310)	(252)
Invested capital from continuing operations	4,313	4,876	4,580	4,333	4,275	4,495	4,683	4,843	4,473	4,592	4,334	4,251	3,860	3,074

Invested Capital Turnover from Continuing Operations

We use invested capital turnover from continuing operations to measure capital efficiency. Invested capital turnover from continuing operations is calculated as revenue from continuing operations for the last twelve months divided by average invested capital from continuing operations of the last four quarters.

Net Debt to Adjusted EBITDA Ratio from Continuing Operations

We use this ratio to assess operating leverage and ability to repay debt. This ratio approximates the length of time, in years, that it would take us to repay debt, with net debt and Adjusted EBITDA held constant. This ratio is calculated as net debt from continuing operations at the reporting date divided by Adjusted EBITDA for the last twelve months. Net debt from continuing operations is calculated as follows:

(\$ millions)	2025				2024				2023				2022	2021
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Dec 31
Net debt	1,525	2,091	1,888	1,902	1,924	2,183	2,379	2,554	2,235	2,362	2,216	2,065	1,709	983
Less net debt from discontinued operations	—	—	—	39	31	35	5	(1)	(11)	(30)	(26)	(29)	(48)	(5)
Net debt from continuing operations ⁽¹⁾	1,525	2,091	1,888	1,941	1,955	2,218	2,384	2,553	2,224	2,332	2,190	2,036	1,661	978

⁽¹⁾ This is a non-GAAP financial measure. See "Description of Specified Financial Measures and Reconciliations" in this MD&A.

⁽²⁾ See "Description of Specified Financial Measures and Reconciliations" in this MD&A.

Gross Profit Margin, SG&A Margin, EBIT Margin, Revenue by Line of Business as a % of Revenue, and Revenue by Operation as a % of Revenue

We use these specified financial measures to assess and evaluate the financial performance or profitability of our reportable segments. We may also calculate EBIT margin using Adjusted EBIT to exclude significant items we do not consider to be indicative of operational and financial trends either by nature or amount to provide a better overall understanding of our underlying business performance.

The ratios are calculated, respectively, as gross profit divided by revenue, SG&A divided by revenue, EBIT divided by revenue, revenue by line of business divided by revenue, and revenue by operation divided by revenue.

Adjusted ROIC from Continuing Operations

ROIC is defined as EBIT for the last twelve months divided by average invested capital of the last four quarters, expressed as a percentage. We also calculate Adjusted ROIC from continuing operations using Adjusted EBIT to exclude significant items that we do not consider to be indicative of operational and financial trends either by nature or amount to provide a better overall understanding of our underlying business performance and invested capital from continuing operations. We use Adjusted ROIC from continuing operations as a useful measure for capital allocation decisions that drive profitable growth and attractive returns to shareholders.

Selected Annual Information

	2025	2024	2023
(\$ millions, except for per share amounts)		(Restated)	(Restated)
Revenue from operations			
Canada ⁽¹⁾	5,151	5,000	4,866
South America	4,007	3,561	3,221
UK & Ireland	1,433	1,342	1,277
Total revenue ⁽¹⁾	10,591	9,903	9,364
Net income from continuing operations ⁽¹⁾⁽²⁾	523	482	503
Earnings per share			
EPS ⁽¹⁾⁽²⁾	3.93	3.43	3.41
Diluted earnings per share from continuing operations ⁽¹⁾	3.92	3.43	3.41
Net income attributable to shareholders of Finning ⁽³⁾	658	509	523
Earnings per share			
Basic earnings per share ⁽³⁾	4.95	3.62	3.55
Diluted earnings per share ⁽³⁾	4.94	3.62	3.54
Total assets ⁽³⁾	7,800	7,731	7,557
Total non-current financial liabilities ⁽³⁾⁽⁴⁾⁽⁵⁾	1,520	1,652	1,184
Cash dividends declared per common share	1.1825	1.075	0.986

- (1) As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.
- (2) These reported financial measures in 2025, 2024, and 2023 have been impacted by significant items management does not consider indicative of operational and financial trends either by nature of amount. These significant items are described on pages 35-39 of this MD&A.
- (3) Includes amounts related to discontinued operations up to May 15, 2025 for ComTech and June 30, 2025 for 4Refuel.
- (4) Non-current financial liabilities comprise the non-current portions of long-term debt and lease liabilities.
- (5) In April 2024, we settled our 4.28% USD 50 million notes which were due April 3, 2024.
In February 2024, we issued \$425 million of 4.778% senior unsecured notes due February 13, 2029.
In January 2024, we settled our 4.08% USD 100 million notes which were due January 19, 2024.

Selected Quarterly Information

(\$ millions, except for share, per share, and option amounts)	2025 (Restated)				2024 (Restated)			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue								
Canada ⁽¹⁾	1,258	1,362	1,333	1,198	1,201	1,209	1,377	1,213
South America	986	1,122	947	952	948	952	894	767
UK & Ireland	446	358	329	300	379	328	328	307
Total revenue ⁽¹⁾	2,690	2,842	2,609	2,450	2,528	2,489	2,599	2,287
Net income from continuing operations ⁽¹⁾⁽²⁾	115	154	126	128	133	96	137	116
Earnings per share								
EPS ⁽¹⁾⁽²⁾	0.88	1.17	0.94	0.95	0.97	0.69	0.97	0.81
Diluted earnings per share from continuing operations ⁽¹⁾	0.88	1.16	0.94	0.94	0.97	0.69	0.97	0.80
Net income attributable to shareholders of Finning ⁽³⁾	115	154	285	104	141	103	144	121
Earnings per share								
Basic earnings per share ⁽³⁾	0.88	1.17	2.12	0.77	1.02	0.75	1.02	0.84
Diluted earnings per share ⁽³⁾	0.88	1.16	2.12	0.77	1.02	0.74	1.01	0.84

- ⁽¹⁾ As a result of the sales of our interests in 4Refuel and ComTech, these businesses qualified as discontinued operations. Effective Q2 2025, the comparative figures have been restated to exclude the results of discontinued operations. For more information on the impact to the financial statements, please refer to Note 3 of our Annual Financial Statements.
- ⁽²⁾ These reported financial measures in Q4 2025, Q2 2025, and Q3 2024 have been impacted by significant items management does not consider indicative of operational and financial trends either by nature of amount. These significant items are described on pages 35-39 of this MD&A.
- ⁽³⁾ Includes amounts related to discontinued operations up to May 15, 2025 for ComTech and June 30, 2025 for 4Refuel.

Forward-Looking Information Disclaimer

This report contains information about our business outlook, objectives, plans, strategic priorities and other information that is not historical fact. Information is forward-looking when we use what we know and expect today to give information about the future. Forward-looking information may include terminology such as aim, anticipate, assumption, believe, could, expect, goal, guidance, intend, may, objective, outlook, plan, project, seek, should, strategy, strive, target, and will, and variations of such terminology. All forward-looking information in this MD&A is subject to this disclaimer including the assumptions and material risk factors discussed and referred to below. Forward-looking information in this report also includes, but is not limited to, the following: our expectations with respect to the economy, markets and activities and the associated impact on our financial results; the expected benefits of our strategic plan on generating value for our customers, employees, and shareholders; our expectation that driving product support is our largest opportunity for resilient, profitable growth; our expectation that further growth in customer value agreements, expanding our rebuild business, and continuing to strategically grow our equipment population will capture a greater share of product support across the full asset life cycle; our belief that full-cycle resilience will enable us to deliver more reliable and consistent earnings through all market conditions; our belief that our strategy is designed to drive a fundamentally improved range of ROIC and earnings capacity through all market conditions; our expectation that we will continue to optimize and variabilize our cost structure; our expectation that our implemented initiatives will increase our invested capital velocity while concurrently improving customer service levels; our expectation that growing our addressable market in used equipment, rental and power & energy will increase our equipment population and help us drive additional product support growth; our expectation that we will continue to work towards meeting our commitment to reduce our absolute Scope 1 and Scope 2 GHG emissions by 40% by the end of 2027 from our 2017 baseline; our expectation that our effective tax rate generally be within the 25%-30% range on an annual basis; our expectation that the impact of foreign exchange due to fluctuations in the value of CAD relative to USD, GBP, CLP, and ARS will continue to affect our results; our ability to execute on our strategic priorities; the expected decommissioning of several technology assets; all information in the section entitled “Market Update and Business Outlook” starting on page 22 of this MD&A, including for our South America operations: in Chile, our outlook based on growing global demand for copper, strong copper prices, capital deployment into large-scale brownfield expansions and customer confidence to invest in brownfield and greenfield projects; our expectation of a broad-based level of quoting, tender and award activity for mining equipment, product support and technology solutions; our expectation in the near term of some moderation in activity levels as customers adjust their mine plans and existing equipment fleets; our continued expectation of some challenges in the labour market as the demand for skilled labour remains high; our expectation that infrastructure construction in Chile will remain steady (based on assumptions of continued demand from large contractors supporting mining operations); in the power & energy sector, our expectation regarding growing demand for electric power solutions from strong activity in the industrial and data centre markets; in Argentina, our belief that the operating environment remains dynamic and our careful business positioning to capture opportunities, particularly in the oil & gas and mining sectors; our continued monitoring of rules and policies, some of which are helping drive large-scale investment; and our expectation that activity levels will improve in the coming years, subject to an improving investment environment; for our Canada operations: our outlook for Western Canada improving; our expectations regarding the potential to accelerate resource development and infrastructure project activity and our cautious approach with respect to timing and magnitude of such potential activity; our expectation of steady activity levels in our mining business as customers renew, maintain and rebuild aging equipment; our belief that in the power & energy sector, activity remains steady in the oil and gas market, with longer term potential in the data centre market; our belief that construction sector activity, including resource development and infrastructure project activity, is moderate but showing signs of potential for increased activity; our continued focus on building our resilience by managing our cost and invested capital levels; and our leveraging the structural changes and overhead reductions strategy demonstrated in our UK operations to continue driving productivity improvements; for our UK & Ireland operations: our expectation for demand in the construction sector to remain soft (based on assumptions that the low GDP growth projected in the UK will continue); our expectation of a growing contribution from power & energy as we continue to execute our strategy; in power & energy, our expectation of continued strong quoting activity (based on assumptions of healthy demand for primary and backup power generation, particularly in the data centre market); and our expectation of our product support business to remain stable; for global trade, our belief that ongoing tariff related announcements by the US, Canada and other countries globally has introduced a higher level of uncertainty, cost and complexity to operating for many businesses; the anticipated impact of announced and implemented tariffs, including our belief that the indirect impact of announced and implemented tariffs through reduced economic activity, changes to inflation as well as deferred, delayed or cancelled investment decisions across our customer base remains unknown and difficult to predict; and our expectation of remaining cautious given the evolution of announcements over the past year; and overall: our expectation to continue to execute our strategy in 2026 to maximize product support, improve our cost and capital position to drive full-cycle resilience, and grow prudently in used, rental and power & energy; our expectation that consistent execution will enable us to continue to meet our objective of achieving a sustainably higher Adjusted ROIC in the range of 18-25% in all market conditions;

our expectation that our 2026 net capital and net rental fleet expenditures will be greater than \$350 million and that we will build our rental fleet to capture opportunities as the market improves; our expectation of making selected investments in our capacity and capabilities, such as improving our warehouse operations in Edmonton and focused investments in South America and the UK & Ireland to better serve our customers; and our expectation that we will have sufficient liquidity to meet operational needs (based on cash on hand, available credit facilities and the discretionary nature of certain cash flows, such as rental and capital expenditures).

All such forward-looking information is provided pursuant to the 'safe harbour' provisions of applicable Canadian securities laws. Unless we indicate otherwise, forward-looking information in this report reflects our expectations at the date of this MD&A. Except as may be required by Canadian securities laws, we do not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events, or otherwise.

Forward-looking information, by its very nature, is subject to numerous risks and uncertainties and is based on a number of assumptions. This gives rise to the possibility that actual results could differ materially from the expectations expressed in or implied by such forward-looking information and that our business outlook, objectives, plans, strategic priorities and other information that is not historical fact may not be achieved. As a result, we cannot guarantee that any forward-looking information will materialize.

Factors that could cause actual results or events to differ materially from those expressed in or implied by this forward-looking information include: the specific factors stated above; the impact and duration of, and our ability to respond to and manage, high inflation, geopolitical and trade uncertainty, changing tariffs and interest rates, and supply chain challenges; general economic and market conditions, including increasing inflationary cost pressure and economic and market conditions in the regions where we operate; perspectives of investments in the oil and gas and mining projects in Argentina; capital deployment into large-scale brownfield expansions; support and commitment by Canadian federal and provincial governments in infrastructure development; foreign exchange rates; commodity prices; interest rates; the level of customer confidence and spending, and the demand for, and prices of, our products and services; our ability to maintain our relationship with Caterpillar; our dependence on the continued market acceptance of our products, and the timely supply of parts and equipment; our ability to continue to improve productivity and operational efficiencies while continuing to maintain customer service; our ability to manage cost pressures as growth in revenue occurs; our ability to effectively integrate and realize expected synergies from businesses that we acquire; our ability to deliver our equipment backlog; our ability to access capital markets for additional debt or equity, to finance future growth and to refinance outstanding debt obligations, on terms that are acceptable will be dependent upon prevailing market conditions, as well as our financial condition; our ability to negotiate satisfactory purchase or investment terms and prices, obtain necessary regulatory or other approvals, and secure financing on attractive terms or at all; our ability to manage our growth strategy effectively; our ability to effectively price and manage long-term product support contracts with our customers; our ability to drive continuous cost efficiency; our ability to attract sufficient skilled labour resources as market conditions, business strategy or technologies change; the intensity of competitive activity; our ability to maintain a safe and healthy work environment across all regions; our ability to raise the capital needed to implement our business plan; business disruption resulting from business process change, systems change and organizational change; regulatory initiatives or proceedings, litigation and changes in laws, regulations or policies, including with respect to environmental protection, environmental disclosures, and/or energy transition; stock market volatility; changes in political and economic environments in the regions where we carry on business; our ability to respond to climate change-related risks; the availability of carbon neutral technology or renewable power; the cost of climate change initiatives; the occurrence of one or more natural disasters, pandemic outbreaks, geo-political events, acts of terrorism, social unrest or similar disruptions; the availability of insurance at commercially reasonable rates and whether the amount of insurance coverage will be adequate to cover all liability or loss that we incur; the potential of warranty claims being greater than we anticipate; the integrity, reliability and availability of, and benefits from, information technology and the data processed by that technology; and, our ability to protect our business from cybersecurity threats or incidents.

Forward-looking information is provided in this report to give information about our current expectations and plans and allow investors and others to get a better understanding of our operating environment. However, readers are cautioned that it may not be appropriate to use such forward-looking information for any other purpose.

Forward-looking information provided in this report is based on a number of assumptions that we believed were reasonable on the day the information was given, including but not limited to: the specific assumptions and expectations stated above; that we will be able to successfully manage our business through volatile commodity prices, high inflation, changing tariffs and interest rates, and supply chain challenges, and successfully execute our strategies to win customers, achieve full-cycle resilience and continue business momentum; that we will be able to continue to source and hire technicians, build capabilities and capacity and successfully and sustainably improve workshop efficiencies; that commodity prices will remain at constructive levels; that our customers will not curtail

their activities; that general economic and market conditions will continue to be supportive; that the level of customer confidence and spending, and the demand for, and prices of, our products and services will be maintained; that support and demand for renewable energy will continue to grow; that supply chain and inflationary challenges will not materially impact large project deliveries in our equipment backlog; our ability to successfully execute our plans and intentions, including our strategic priorities; that we will successfully execute initiatives to reduce our GHG emissions and to support our customers on their individual GHG reduction pathways; our ability to attract and retain skilled staff; market competition will remain at similar levels; the products and technology offered by our competitors will be as expected; identified opportunities for growth will result in revenue; that we have sufficient liquidity to meet operational needs, commitments and obligations; consistent and stable legislation in the various countries in which we operate; no disruptive changes in the technology environment; our current good relationship with Caterpillar, our customers and our suppliers, service providers and other third parties will be maintained and that Caterpillar and such other suppliers will deliver quality, competitive products with supply chain continuity; sustainment of oil prices; that maximizing product support growth will positively affect our strategic priorities going forward; quoting activity for requests for proposals for equipment and product support is reflective of opportunities; and, market recoveries in the regions that we operate.

Some of the assumptions, risks, and other factors that could cause results to differ materially from those expressed in the forward-looking information contained in this report are discussed in our current AIF and in our annual and most recent quarterly MD&A for the financial risks. We caution readers that the risks described in the annual and most recent quarterly MD&A and in the AIF are not the only ones that could impact us. Additional risks and uncertainties not currently known to us or that are currently deemed to be immaterial may also have a material adverse effect on our business, financial condition, or results of operation.

Except as otherwise indicated, forward-looking information does not reflect the potential impact of any non-recurring or other unusual items or of any dispositions, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date of this report. The financial impact of these transactions and non-recurring and other unusual items can be complex and depends on the facts particular to each of them. We therefore cannot describe the expected impact in a meaningful way or in the same manner we present known risks affecting our business.

Glossary of Defined Terms

4Refuel	4Refuel Canada and 4Refuel US
ACA	Argentina Customs Authority
Accounting Standards	IFRS® Accounting Standards as issued by the International Accounting Standards Board
AIF	Annual Information Form
Annual Financial Statements	Annual consolidated financial statements
ARS	Argentine peso
Audit Committee	Audit Committee of the Board of Directors of Finning
Board	Board of Directors of Finning
CAD	Canadian dollar
Caterpillar	Caterpillar Inc.
CEO	Chief Executive Officer
CEWS	Canadian Emergency Wage Subsidy
CFO	Chief Financial Officer
CGU	Cash-generating unit
CLP	Chilean peso
ComTech	Compression Technology Corporation
Consol	Consolidated
COSO	Commission of Sponsoring Organizations of the Treadway Commission
COVID-19	Novel Coronavirus
DBRS	Dominion Bond Rating Service
EBIT	Earnings (loss) before finance costs and income tax (from continuing operations)
EBITDA	Earnings (loss) before finance costs, income tax, depreciation, and amortization (from continuing operations)
Energyst	Energyst B.V.
EPS	Basic earnings per share from continuing operations
ERM	Enterprise risk management
FASA	Finning Argentina S.A.
fav	Favourable
Finning	Finning International Inc.
Finning (Canada)	A division of Finning, with dealer territories in British Columbia, Alberta, Saskatchewan, the Yukon Territory, the Northwest Territories, and a portion of Nunavut
GAAP	Generally accepted accounting principles
GAAP financial measures	A financial measure determined in accordance with GAAP
GBP	UK pound sterling
GDP	Gross domestic product
GHG	Greenhouse gas
IAS	IAS® Standards
KPI	Key performance indicator
LTIP	Long-term incentive plan
MD&A	Management's Discussion and Analysis
n/a	not applicable
NCIB	Normal course issuer bid
OEM	OEM Remanufacturing Company Inc.
PLM	PipeLine Machinery International
ROIC	Return on invested capital
RPO	Rental equipment with purchase options
S&P	Standard and Poor's
SEDAR+	System for Electronic Document Analysis +
SG&A	Selling, general, and administrative expenses
Specified Financial Measures	As defined in National Instrument 52-112
TSX	Toronto Stock Exchange
UK	United Kingdom
unfav	Unfavourable
US	United States of America
USD	US dollar
WACC	Weighted average cost of capital
WCO	World Customs Organization, an independent intergovernmental body that maintains the international Harmonized System goods nomenclature used in international trade

MANAGEMENT'S REPORT TO THE SHAREHOLDERS

The audited annual consolidated financial statements (Annual Financial Statements) and Management's Discussion and Analysis (MD&A) are the responsibility of the management of Finning International Inc. (the Company). The Annual Financial Statements have been prepared in accordance with IFRS[®] Accounting Standards as issued by the International Accounting Standards Board (Accounting Standards) which recognize the necessity of relying on management's best estimates and informed judgments. The financial information presented in the Company's MD&A is consistent with that in the Annual Financial Statements. The Annual Financial Statements and MD&A have, in management's opinion, been properly prepared within reasonable limits of materiality.

The Company maintains an accounting system and related controls to provide management with reasonable assurance that transactions are executed and recorded in accordance with its authorizations, that assets are properly safeguarded and accounted for, and that financial records are reliable for preparation of financial statements.

The Company's independent auditors, Deloitte LLP, have audited the Annual Financial Statements, as reflected in their report for 2025.

The Board of Directors oversees management's responsibilities for the Annual Financial Statements primarily through the activities of its Audit Committee. The Audit Committee of the Board of Directors is composed solely of directors who are neither officers nor employees of the Company. The Audit Committee meets regularly during the year with management of the Company and the Company's independent auditors to review the Company's unaudited condensed interim consolidated financial statements (Interim Financial Statements), Annual Financial Statements, and MD&A. The Audit Committee also reviews internal accounting controls, risk management, internal and external audit results and accounting principles and practices. The Audit Committee is responsible for approving the remuneration and terms of engagement of the Company's independent auditors. The Audit Committee also meets with the independent auditors, without management present, to discuss the results of their audit and the quality of financial reporting. On a quarterly basis, the Audit Committee reports its findings to the Board of Directors, and recommends approval of the Interim Financial Statements or Annual Financial Statements, as well as the MD&A.

/s/ Kevin Parkes

Kevin Parkes
President and Chief Executive Officer

/s/ David Primrose

David Primrose
Chief Financial Officer

February 10, 2026
19100 94 Avenue, Surrey, BC, V4N 5C3, Canada

Independent Auditor's Report

To the Shareholders and the Board of Directors of
Finning International Inc.

Opinion

We have audited the consolidated financial statements of Finning International Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of net income, comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). 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 are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Revenue from sales of parts and labour when servicing equipment under long-term contracts and revenue from sales of complex power and energy systems - Refer to Note 5 to the financial statements

Key Audit Matter Description

The Company recognizes long-term contract revenue in a manner that best reflects the Company's performance over-time for revenue from sales of parts and labour when servicing equipment under long-term contracts and revenue from sales of complex power and energy systems, which are presented as product support and new equipment revenue, respectively, in the financial statements.

Revenue is measured primarily based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. The accounting for servicing equipment under long-term contracts and for complex power and energy system contracts that are not complete at the reporting date (collectively the "uncompleted contracts") involves significant judgments to estimate total contract costs. This required extensive audit effort and a high degree of auditor attention in applying the audit procedures to audit management's estimates and evaluating the results of those procedures.

How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to management's estimated total contract costs for uncompleted contracts included the following, among others:

- For a selection of uncompleted contracts, we:
 - Obtained and inspected the executed contract agreements and amendments, and confirmed key terms with management and contract personnel.
 - Conducted inquiries with management and operational personnel to gain an understanding of the status of contract activities.
 - Evaluated costs to complete by testing key components of the estimated total contract costs, including parts and labour.
 - Compared management's estimated total contract costs to those of similar contracts, when applicable.
 - Evaluated management's ability to achieve the estimated total contract costs by performing corroborative inquiry with the Company's operational personnel and by comparing the estimates to management's work plans and costs incurred to date.
- Evaluated management's ability to estimate total contract costs accurately by comparing actual costs to management's historical estimates for completed contracts.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the financial statements and our auditor's report thereon, in the Financial Report and the Annual Combined Report.

Our opinion on the financial statements does not cover the other information and we do not and will not express 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.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Financial Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact 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 Accounting Standards as issued by the IASB, 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 GAAS 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 GAAS, 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 Company'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 Company'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 Company 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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 consolidated 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 David Langlois.

/s/ Deloitte LLP

Chartered Professional Accountants
Vancouver, British Columbia
February 10, 2026

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Canadian \$ millions)	December 31, 2025	December 31, 2024
ASSETS		
Current assets		
Cash and cash equivalents (Note 23)	369	316
Accounts receivable (Note 9)	1,119	1,221
Unbilled receivables (Note 5)	475	492
Inventory (Note 13)	2,952	2,646
Other assets (Note 15)	438	531
Total current assets	5,353	5,206
Property, plant, and equipment (Note 16)	1,085	1,085
Rental equipment (Note 16)	601	488
Goodwill (Note 19)	211	339
Intangible assets (Note 18)	122	245
Distribution network (Note 19)	100	100
Investment in joint ventures	87	100
Other assets (Note 15)	241	168
Total assets	7,800	7,731
LIABILITIES		
Current liabilities		
Short-term debt (Note 8)	518	844
Accounts payable and accruals (Note 9)	1,602	1,413
Deferred revenue (Note 5)	594	567
Current portion of long-term debt (Note 8)	180	6
Other liabilities (Note 20)	315	320
Total current liabilities	3,209	3,150
Long-term debt (Note 8)	1,196	1,390
Long-term lease liabilities	324	262
Deferred tax liabilities	111	138
Other liabilities (Note 20)	172	149
Total liabilities	5,012	5,089
Commitments and contingencies (Note 26)		
EQUITY		
Share capital	472	487
Accumulated other comprehensive income	312	375
Retained earnings	2,004	1,767
Equity attributable to shareholders of Finning International Inc.	2,788	2,629
Non-controlling interests (Note 3)	—	13
Total equity	2,788	2,642
Total liabilities and equity	7,800	7,731

Approved by the Board of Directors on February 10, 2026

/s/ Edward R. Seraphim

Edward R. Seraphim, Director

/s/ Charles F. Ruigrok

Charles F. Ruigrok, Director

The accompanying Notes to the Annual Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF NET INCOME

	2025	2024
Years ended December 31 (Canadian \$ millions, except share and per share amounts)		(Restated - Note 3)
Revenue		
New equipment	3,863	3,612
Used equipment	487	507
Equipment rental	301	295
Product support	5,934	5,480
Other	6	9
Total revenue (Note 5)	10,591	9,903
Cost of sales	(8,147)	(7,546)
Gross profit	2,444	2,357
Selling, general, and administrative expenses	(1,585)	(1,560)
Equity earnings of joint ventures	10	9
Other expenses (Note 7)	(34)	(19)
Earnings before finance costs and income taxes	835	787
Finance costs (Note 8)	(137)	(155)
Income before provision for income taxes	698	632
Provision for income taxes (Note 14)	(175)	(150)
Net income from continuing operations	523	482
Net income from discontinued operations (Note 3)	119	24
Net income	642	506
Net income (loss) attributable to:		
Shareholders of Finning International Inc.	658	509
Non-controlling interests	(16)	(3)
Net income from continuing operations attributable to shareholders of Finning International Inc.	523	482
Earnings per share (Note 6)		
Basic	4.95	3.62
Diluted	4.94	3.62
Earnings per share from continuing operations (Note 6)		
Basic	3.93	3.43
Diluted	3.92	3.43

The accompanying Notes to the Annual Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended December 31 (Canadian \$ millions)	2025	2024 (Restated - Note 3)
Net income from continuing operations	523	482
Other comprehensive income (loss), net of income tax		
Items that may be subsequently reclassified to net income:		
Foreign currency translation adjustments	(73)	176
Share of foreign currency translation adjustments of joint ventures	—	(1)
Gain (loss) on net investment hedges	14	(28)
Recognition of tax losses	5	—
Impact of foreign currency translation and net investment hedges, net of income tax	(54)	147
(Loss) gain on cash flow hedges	(4)	13
Recovery of (provision for) income taxes on cash flow hedges	1	(3)
Impact of cash flow hedges, net of income tax	(3)	10
Items that will not be subsequently reclassified to net income:		
Actuarial gain (loss) (Note 22)	12	(74)
(Provision for) recovery of income taxes on actuarial gain (loss)	(3)	19
Actuarial gain (loss), net of income tax	9	(55)
Other comprehensive (loss) income from continuing operations, net of income tax	(48)	102
Comprehensive income from continuing operations	475	584
Net income from discontinued operations	119	24
Other comprehensive (loss) income, net of income tax		
Foreign currency translation adjustments	(1)	1
Foreign currency translation adjustments, reclassified to net income (Note 3)	(1)	—
Other comprehensive (loss) income from discontinued operations, net of income tax	(2)	1
Comprehensive income from discontinued operations	117	25
Net income	642	506
Other comprehensive (loss) income, net of income tax	(50)	103
Total comprehensive income	592	609
Total comprehensive income (loss) attributable to:		
Shareholders of Finning International Inc.	608	612
Non-controlling interests	(16)	(3)
Comprehensive income from continuing operations attributable to shareholders of Finning International Inc.	475	584

The accompanying Notes to the Annual Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Canadian \$ millions)	Attributable to shareholders of Finning International Inc.						
	Share capital	Contributed surplus	Accumulated other comprehensive income	Retained earnings	Total	Non-controlling interests	Total
Balance, January 1, 2024	516	—	220	1,778	2,514	16	2,530
Net income (loss)	—	—	—	509	509	(3)	506
Other comprehensive income (loss)	—	—	158	(55)	103	—	103
Total comprehensive income (loss)	—	—	158	454	612	(3)	609
Exercise of share options	2	(2)	—	—	—	—	—
Share option expense	—	2	—	—	2	—	2
Hedging gain transferred to statement of financial position	—	—	(3)	—	(3)	—	(3)
Repurchase of common shares (Note 11)	(29)	—	—	(293)	(322)	—	(322)
Increase in automatic share purchase plan commitment (Note 11)	(2)	—	—	(21)	(23)	—	(23)
Dividends on common shares	—	—	—	(151)	(151)	—	(151)
Balance, December 31, 2024	487	—	375	1,767	2,629	13	2,642
Net income (loss)	—	—	—	658	658	(16)	642
Other comprehensive (loss) income	—	—	(59)	9	(50)	—	(50)
Total comprehensive (loss) income	—	—	(59)	667	608	(16)	592
Exercise of share options	3	(2)	—	—	1	—	1
Share option expense	—	2	—	—	2	—	2
Hedging gain transferred to statement of financial position	—	—	(4)	—	(4)	—	(4)
Disposal of non-controlling interests (Note 3)	—	—	—	—	—	3	3
Repurchase of common shares (Note 11)	(19)	—	—	(269)	(288)	—	(288)
Increase in automatic share purchase plan commitment (Note 11)	1	—	—	(5)	(4)	—	(4)
Dividends on common shares	—	—	—	(156)	(156)	—	(156)
Balance, December 31, 2025	472	—	312	2,004	2,788	—	2,788

The accompanying Notes to the Annual Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31 (Canadian \$ millions)	2025	2024
OPERATING ACTIVITIES		
Net income	642	506
Adjusting for:		
Depreciation and amortization	392	392
Write-down of Compression Technology Corporation assets	45	—
Gain on disposal of property, plant, and equipment	(2)	(1)
Write-off of intangible assets	25	—
Gain on sales of discontinued operations (Note 3)	(157)	—
Equity earnings of joint ventures	(10)	(9)
Share-based payment expense (Note 12)	63	19
Provision for income taxes	184	157
Finance costs	140	160
Net benefit cost of defined benefit pension plans and other post-employment benefit plans (Note 22)	18	18
Changes in operating assets and liabilities (Note 23)	(39)	117
Additions to rental fleet	(217)	(164)
Additions to rental equipment with purchase options	(248)	(146)
Proceeds on disposal of rental fleet	61	91
Proceeds on disposal of rental equipment with purchase options	147	221
Interest paid	(148)	(167)
Income tax paid	(208)	(183)
Cash flows provided by operating activities	688	1,011
INVESTING ACTIVITIES		
Additions to property, plant, and equipment and intangible assets	(208)	(153)
Proceeds on disposal of property, plant, and equipment	98	7
Consideration paid for business acquisitions, net of cash acquired	(8)	(9)
Proceeds from sales of discontinued operations, net of cash sold and transaction costs (Note 3)	330	—
(Increase) decrease in in short-term investments	(13)	27
Dividends from joint venture	18	—
Cash flows provided by (used in) investing activities	217	(128)
FINANCING ACTIVITIES		
Decrease in short-term debt (Note 23)	(284)	(482)
Issuance of long-term debt, net of issue costs (Notes 8 and 23)	—	427
Repayment of long-term debt (Note 23)	(1)	(207)
Decrease in lease liabilities (Note 23)	(86)	(89)
Credit facility fee	—	(2)
Repurchase of common shares	(290)	(314)
Dividends paid	(156)	(151)
Cash flows used in financing activities	(817)	(818)
Effect of currency translation on cash balances	(35)	99
Increase in cash and cash equivalents	53	164
Cash and cash equivalents, beginning of year	316	152
Cash and cash equivalents, end of year (Note 23)	369	316

The accompanying Notes to the Annual Financial Statements are an integral part of these statements.

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1. GENERAL INFORMATION

Finning International Inc. (“Finning”) is a widely held, publicly traded corporation, listed on the Toronto Stock Exchange (TSX: FTT). The registered and head office of the Company is located at 19100 94 Avenue, Surrey, British Columbia, Canada. The Company’s principal business is the sale of heavy equipment and power and energy systems, rental of equipment, and providing product support including sales of parts and servicing of equipment.

2. MATERIAL ACCOUNTING POLICY INFORMATION, KEY ASSUMPTIONS, AND SIGNIFICANT JUDGMENTS

These annual consolidated financial statements (Annual Financial Statements) of Finning and its subsidiaries (together, the “Company”) have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (Accounting Standards) issued and effective for the current year. The Annual Financial Statements were authorized for issuance by the Company’s Board of Directors (the Board) on February 10, 2026. The Company has applied the same accounting policies consistently to all periods presented unless otherwise noted.

The preparation of financial statements in conformity with Accounting Standards requires management to make judgments, estimates, and assumptions in respect of the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from those judgments, estimates, and assumptions.

Certain of the Company’s accounting policies that relate to the financial statements, as well as estimates and judgments the Company has made and how they affect the amounts reported in the Annual Financial Statements, are incorporated in this section. This note also describes new standards, amendments, or interpretations that are effective and applied by the Company during 2025 or are not yet effective. Where an accounting policy, estimate, or judgment is applicable to a specific note to the Annual Financial Statements, it is described within that note.

These Annual Financial Statements were prepared under the historical cost basis except as otherwise described in the notes to these Annual Financial Statements.

(a) Principles of Consolidation

Accounting Policy

The Annual Financial Statements include the results of the Company, which includes the Finning (Canada) division, and Finning’s subsidiaries. Subsidiaries are those entities over which Finning has the power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect returns of the investee, generally accompanying a shareholding that confers more than half of the voting rights. The Annual Financial Statements include the operating results of acquired or disposed subsidiaries from the date the Company obtains control or the date control is lost.

For subsidiaries that the Company controls, but does not own 100%, the portion of net assets and income attributable to third parties is reported as non-controlling interests and net income attributable to non-controlling interests in the consolidated statement of financial position and consolidated statement of net income, respectively.

The Company’s principal subsidiaries, and the main countries in which they operate, are as follows:

Name	Principal place of business	% ownership		Functional currency ⁽¹⁾
		2025	2024	
OEM Remanufacturing Company Inc.	Canada	100%	100%	CAD
4Refuel Canada LP (Note 3)	Canada	0%	100%	CAD
Compression Technology Corporation (Note 3)	Canada	0%	54.5%	CAD
Finning Argentina S.A.	Argentina	100%	100%	USD
Finning Soluciones Mineras S.A.	Argentina	100%	100%	USD
Finning Bolivia S.A.	Bolivia	100%	100%	USD
Finning Chile S.A.	Chile	100%	100%	USD
Moncouver S.A.	Uruguay	100%	100%	USD
Finning (UK) Ltd.	United Kingdom (UK)	100%	100%	GBP
Finning (Ireland) Limited	Republic of Ireland	100%	100%	EUR

⁽¹⁾ Canadian dollar (CAD), US dollar (USD), UK pound sterling (GBP), Euro (EUR)

All shareholdings are of ordinary shares or other equity capital. Other subsidiaries, while included in the Annual Financial Statements, are not considered material.

(b) Joint Ventures

Accounting Policy

The Company accounts for its joint ventures in which the Company has an interest using the equity method. The joint ventures follow accounting policies that are materially consistent with the Company's accounting policies. Where the Company transacts with its joint ventures, unrealized profits or losses are eliminated to the extent of the Company's interest in the joint venture.

Description of Business and Nature of Relationships

PipeLine Machinery International (PLM) is a strategic partnership that sells and rents both purpose-built pipeline and traditional Caterpillar Inc. (Caterpillar) products to mainline pipeline construction customers worldwide.

Agriterra Equipment (Agriterra), an Alberta based company, is a consolidation of equipment dealers providing customers with agriculture and consumer products.

The Company's proportion of ownership interest in its joint ventures was as follows:

December 31 Name	Nature of Relationship	Principal place of Business	% ownership		Functional currency
			2025	2024	
PLM	Joint Venture	United States	25.0%	25.0%	USD
Agriterra	Joint Venture	Canada	20.0%	20.0%	CAD

The Company's joint ventures are not considered individually material.

(c) Foreign Currency Translation

Accounting Policy

These Annual Financial Statements are presented in CAD, which is the functional currency of the parent company. Transactions undertaken in foreign currencies are translated into the entity's functional currency at exchange rates prevailing at the time the transactions occurred or at the average rate for the period when it is a reasonable approximation.

Account balances denominated in foreign currencies are translated into the entity's functional currency as follows:

- Monetary items are translated at exchange rates in effect at the consolidated statement of financial position dates and non-monetary items are translated at historical exchange rates; and
- Foreign exchange gains and losses are recorded in the consolidated statement of net income except where the exchange gain or loss arises from the translation of monetary items designated as hedges. Refer to Note 9c for the Company's accounting policy for hedging.

Financial statements of foreign operations are translated from the functional currency of the foreign operation into CAD as follows:

- Assets and liabilities are translated using the exchange rates in effect at the reporting dates;
- Revenue and expense items are translated at average exchange rates prevailing during the period that the transactions occurred; and,
- Foreign currency translation adjustments are recorded in other comprehensive income. Cumulative foreign currency translation adjustments are recognized in net income upon the disposal of a foreign operation (i.e. a disposal of the Company's entire interest in a foreign operation, a disposal that involves loss of control of a subsidiary that includes a foreign operation, or loss of joint control over a jointly controlled entity that includes a foreign operation).

The Company uses foreign currency debt to hedge foreign currency gains and losses on its long-term net investments in foreign operations. Refer to Note 9c for the Company's accounting policy for hedging.

Areas of Significant Judgment

The Company is required to make judgments in determining the functional currency of each subsidiary of the Company. Management considers the currency that mainly influences sales prices for goods and services, the currency of the country whose competitive forces and regulations mainly determine the sales price of its goods and services, and the currency that mainly influences labour, material, and other costs of providing goods or services.

(d) Future Accounting Pronouncements

The Company has not applied the following accounting pronouncements that have been issued but are not yet effective:

- Classification and measurement of financial instruments – amendments to IFRS 9, *Financial Instruments* and IFRS 7, *Financial Instruments: Disclosures* (effective January 1, 2026):
 - clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic payment system;
 - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest criterion;
 - add new disclosures for certain instruments with contractual terms that can change cash flows (such as instruments with features linked to the achievement of environment, social and governance (ESG) targets); and,
 - update the disclosure requirements for equity instruments designated at fair value through other comprehensive income and add disclosure requirements for financial instruments with contingent features that are not related directly to basic lending risks and costs, such as loans subject to ESG targets.

Management will elect to deem the financial liability to be discharged before the settlement date for banking terms and conditions where it meets specified criteria. Otherwise, the adoption of these classification and measurement of financial instrument amendments will not have a material impact on the Company's financial statements.

- Contracts referencing nature-dependent electricity – amendments to IFRS 9, *Financial Instruments* and IFRS 7, *Financial Instruments: Disclosures* (effective January 1, 2026) aim to ensure that financial statements more faithfully reflect the financial effects of nature-dependent contracts, which are often structured as power purchase agreements. The amendments:
 - address how the 'own-use' requirements would apply to contracts to buy and take delivery of renewable electricity for which the source of production of the electricity is nature-dependent;
 - permit hedge accounting if these contracts are used as hedging instruments;
 - add disclosure requirements to enable investors to understand the effects of these contracts on a company's financial performance and cash flows.

The Company does not have any contracts in scope of these amendments; therefore, the adoption of the contracts referencing nature-dependent electricity amendments will not have an impact on the Company's financial statements.

- Derecognition of lease liabilities – amendments to IFRS 9, *Financial Instruments* (effective January 1, 2026) clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to recognize any resulting gain or loss in profit or loss. The Company currently records any resulting gain or loss from extinguishing a lease in profit or loss; therefore, the adoption of these amendments will not have an impact on the Company's financial statements.
- IFRS 18, *Presentation and Disclosure in the Financial Statements* (effective January 1, 2027) replaces IAS 1, *Presentation of Financial Statements*. IFRS 18 carries forward many requirements from IAS 1 but introduces significant changes to the structure of a company's income statement, more discipline and transparency in presentation of management-defined performance measures, and less aggregation of items into large, single numbers. IFRS 18 promotes a more structured income statement, including a newly defined 'operating profit' subtotal and a requirement for all income and expenses to be allocated between three new distinct categories (operating, investing, and financing) based on the Company's main business activities. Management is currently assessing the impacts of the new standard, including evaluating the appropriate presentation of certain line items in the consolidated statements of income and statements of cashflows and the identification of management-defined performance measures. Upon adoption of IFRS 18, management expects interest income currently presented within finance costs to be presented within investing activities in the consolidated statements of net income. Also, interest income received and interest expense paid will be presented within investing activities and financing activities, respectively, in the consolidated statement of cash flows (currently presented as operating cashflows).

3. DISCONTINUED OPERATIONS

Accounting Policy

A discontinued operation is a component of an entity that has either been disposed of or classified as held-for-sale and represents a separate major line of business or geographical area of operations. A component of an entity comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity.

When an operation is classified as a discontinued operation, the Company presents discontinued operations in a single amount, net of tax, in the consolidated statement of net income. In addition, the comparative periods in the consolidated statements of net income and comprehensive income are restated as if the operation had been discontinued from the start of the comparative year. The assets and liabilities in the consolidated statement of financial position are not restated for comparative periods. The cash flows in the consolidated statements of cash flow include the results of discontinued operations and are not restated for comparative periods.

On June 30, 2025, the Company sold its mobile on-site refuelling business, operating through 4Refuel Canada and 4Refuel US (4Refuel). The purchase price of up to \$400 million (fair value estimated to be \$380 million) comprised approximately \$330 million cash, a \$50 million note receivable bearing escalating interest, and contingent consideration (up to \$20 million based on 4Refuel achieving certain financial performance metrics over a two-year period). The purchaser assumed lease liabilities and other indebtedness of approximately \$50 million.

On May 15, 2025, Finning and the other shareholders of Compression Technology Corporation (ComTech) sold the net assets of ComTech for cash consideration of \$10 million. ComTech is an early-stage developer of alternative energy infrastructure and provider of proprietary mobile fueling solutions for low-carbon fuels in North America. The purchaser assumed lease liabilities and indebtedness of approximately \$30 million.

Together, 4Refuel and ComTech represent a separate major line of business (mobile refuelling solutions) and qualified as discontinued operations.

The gain on sales of the discontinued operations was calculated as follows:

(\$ millions)	Total
Consideration received or receivable:	
Cash	343
Fair value of contingent consideration and note receivable	50
Estimated working capital and customary closing adjustments	15
Total consideration	408
Carrying amount of net assets sold ⁽¹⁾	(245)
Transaction costs directly attributable to the sales	(7)
Foreign currency translation adjustments, reclassified to net income	1
Gain on sales before income tax	157
Income tax expense on gain	(5)
Gain on sales of discontinued operations, net of tax	152

⁽¹⁾ Includes cash and cash equivalents of \$23 million.

The major classes of assets and liabilities and non-controlling interests related to discontinued operations at their dates of disposition are summarized as follows:

(\$ millions)	Total
Cash and cash equivalents	23
Inventory	7
Other current assets	133
Current assets	163
Property, plant, and equipment	98
Goodwill	105
Intangible assets	60
Other non-current assets	2
Total assets	428
Short-term debt	(5)
Accounts payable and accruals	(91)
Current portion of long-term debt	(6)
Other current liabilities	(13)
Current liabilities	(115)
Long-term lease liabilities	(58)
Deferred tax liabilities	(13)
Total liabilities	(186)
Non-controlling interests	3

The results of the Company's discontinued operations up to their respective dates of disposition are summarized as follows:

Years ended December 31 (\$ millions)	2025	2024
Fuel and other revenue ⁽¹⁾	703	1,303
Cost of fuel	(600)	(1,110)
Net revenue	103	193
Operating costs ⁽²⁾	(66)	(121)
Depreciation and amortization	(18)	(36)
Write-down of assets in ComTech ⁽³⁾	(45)	—
(Loss) earnings before finance costs and income taxes	(26)	36
Finance costs	(3)	(5)
Provision for income taxes	(4)	(7)
Net (loss) income from discontinued operations before gain on sales, net of tax	(33)	24
Gain on sales of discontinued operations, net of tax	152	—
Net income from discontinued operations	119	24
Net income (loss) from discontinued operations attributable to:		
Shareholders of Finning International Inc.	135	27
Non-controlling interests	(16)	(3)
Earnings per share from discontinued operations		
Basic	1.02	0.19
Diluted	1.01	0.19
Comprehensive income (loss) from discontinued operations attributable to:		
Shareholders of Finning International Inc.	133	28
Non-controlling interests	(16)	(3)

- (1) Revenue from sales of mobile refuelling services is presented as fuel and other revenue and recognized upon delivery to the customer. Revenue was recorded at the estimated amount of consideration to which the Company expected to be entitled.
- (2) Operating costs are calculated as cost of sales less cost of fuel plus selling, general, and administrative expenses less depreciation and amortization.
- (3) During the three months ended March 31, 2025, the Company determined the operations of ComTech no longer represented a core part of the business and recorded an impairment loss of \$45 million representing the write-down of assets (comprising \$25 million of goodwill, \$6 million of intangible assets, and \$14 million of other assets) which were allocated to the Canada group of cash-generating units. Of the total impairment loss, \$29 million after-tax was attributable to the shareholders of Finning International Inc.

Cash flows from discontinued operations provided by (used in) each of these activities to their dates of disposition are summarized as follows:

Years ended December 31 (\$ millions)	2025	2024
Cash flow provided by operating activities	37	60
Cash flow used in investing activities	(5)	(24)
Cash flow used in financing activities	(6)	(9)

4. SEGMENTED INFORMATION

The Company has operated primarily in one principal business during the year, that being the selling, servicing, and renting of heavy equipment, engines, and related products.

The reportable segments, which are the same as the Company's operating segments, are as follows:

- Canadian operations: dealership territories in British Columbia, Alberta, Saskatchewan, the Yukon territory, the Northwest Territories, and a portion of Nunavut.
- South American operations: Chile, Argentina, and Bolivia.
- UK & Ireland operations: England, Scotland, Wales, Northern Ireland, and the Republic of Ireland.
- Other: corporate head office.

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance primarily focuses on the territories in which the Company operates. The CODM considers earnings before finance costs and income taxes as the primary measure of segment profit and loss. Following the sales of 4Refuel and ComTech, the CODM reviews total revenue in assessing business performance. Previously, the CODM considered net revenue (calculated as total revenue less cost of fuel) as more representative than total revenue in assessing business performance as the cost of fuel was not in the Company's control and was fully passed through to the customer.

The Company's revenue, results, and other information by reportable segment for continuing operations were as follows:

Year ended December 31, 2025 (\$ millions)	Canada	South America	UK & Ireland	Other	Total
Revenue					
New equipment	1,610	1,417	836	—	3,863
Used equipment	259	136	92	—	487
Equipment rental	201	62	38	—	301
Product support	3,077	2,390	467	—	5,934
Other	4	2	—	—	6
Total revenue	5,151	4,007	1,433	—	10,591
Operating costs ⁽¹⁾	(4,518)	(3,467)	(1,315)	(58)	(9,358)
Depreciation and amortization	(197)	(131)	(43)	(3)	(374)
Equity earnings of joint ventures	10	—	—	—	10
Other expenses	(16)	(5)	(3)	(10)	(34)
Earnings (loss) before finance costs and income taxes	430	404	72	(71)	835
Finance costs					(137)
Provision for income taxes					(175)
Net income from continuing operations					523
Invested capital ⁽²⁾	2,345	1,586	349	33	4,313
Gross capital expenditures ⁽³⁾⁽⁴⁾⁽⁵⁾	119	290	23	7	439
Gross rental equipment spend ⁽⁵⁾	381	58	26	—	465

(1) Operating costs are calculated as cost of sales plus selling, general, and administrative expenses less depreciation and amortization.

(2) Invested capital is calculated as total assets less total liabilities, excluding net debt. Net debt is calculated as short-term debt and long-term debt, net of cash and cash equivalents.

(3) Includes amounts related to discontinued operations up to May 15, 2025 for ComTech and June 30, 2025 for 4Refuel.

(4) Capital includes property, plant, and equipment and intangible assets.

(5) Includes leases and borrowing costs capitalized and excludes additions through business acquisitions.

Year ended December 31, 2024 (Restated - Note 3) (\$ millions)	Canada	South America	UK & Ireland	Other	Total
Revenue					
New equipment	1,667	1,186	759	—	3,612
Used equipment	341	69	97	—	507
Equipment rental	184	70	41	—	295
Product support	2,801	2,234	445	—	5,480
Other	7	2	—	—	9
Total revenue	5,000	3,561	1,342	—	9,903
Operating costs ⁽¹⁾	(4,437)	(3,052)	(1,230)	(31)	(8,750)
Depreciation and amortization	(184)	(125)	(41)	(6)	(356)
Equity earnings of joint ventures	9	—	—	—	9
Other expenses	(9)	(3)	(4)	(3)	(19)
Earnings (loss) before finance costs and income taxes	379	381	67	(40)	787
Finance costs					(155)
Provision for income taxes					(150)
Net income from continuing operations					482
Invested capital ⁽²⁾	2,648	1,552	367	(1)	4,566
Gross capital expenditures ⁽³⁾⁽⁴⁾⁽⁵⁾	118	101	18	15	252
Gross rental equipment spend ⁽⁵⁾	259	36	16	—	311

- (1) Operating costs are calculated as cost of sales plus selling, general, and administrative expenses less depreciation and amortization.
- (2) Invested capital is calculated as total assets less total liabilities, excluding net debt. Net debt is calculated as short-term debt and long-term debt, net of cash and cash equivalents.
- (3) Includes amounts related to discontinued operations up to May 15, 2025 for ComTech and June 30, 2025 for 4Refuel.
- (4) Capital includes property, plant, and equipment and intangible assets.
- (5) Includes leases and borrowing costs capitalized and excludes additions through business acquisitions.

Total revenue and non-current assets ⁽⁶⁾ by location of operations

(\$ millions)	Total revenue		Non-current assets	
	Year ended December 31		at December 31	
	2025	2024	2025	2024
		(Restated - Note 3)		
Canada	5,147	4,997	1,344	1,506
Chile	3,442	3,053	459	385
United Kingdom	1,222	1,140	318	310
Argentina	466	421	92	85
Other countries	314	292	104	128

- (6) Non-current assets shown above exclude deferred tax assets and net post-employment assets.

5. REVENUE

Revenue Recognition

Revenue is recognized when or as the Company transfers control of goods or services to a customer at the amount to which the Company expects to be entitled.

Revenue is recognized when control of the goods is transferred to the customer at a point-in-time for the following revenue streams:

- Revenue from sales of new and used equipment (except for complex power and energy systems) is presented as new equipment revenue and used equipment revenue, respectively. Revenue is recognized when control passes to the customer, which is generally at the time of shipment of the equipment to the customer or when commissioning of equipment is complete. Revenue is recorded at the estimated amount of consideration to which the Company expects to be entitled, including any non-cash consideration when used equipment is accepted for trade-in value.
- Revenue from sales of parts inventory is presented as product support revenue and recognized when control of the part is transferred to the customer, which is generally upon shipment to the customer or when the customer collects their purchase from one of the Company's locations. Revenue from sales of parts inventory is initially recorded at the estimated amount of consideration to which the Company expects to be entitled. The Company may offer incentives (for example, rebates) on certain parts and discounts for large volume parts purchases. If applicable, management recognizes an obligation for items such as refunds, incentives, and discounts with a corresponding reduction in product support revenue. The value of the obligation is estimated based on the terms of the contract, customary business practices, and historical experience.

Revenue is recognized in a manner that best reflects the Company's performance over-time for the following revenue streams:

- Revenue from sales of complex power and energy systems involving the design, installation, and assembly of power and energy systems is presented as new equipment revenue and estimated as the amount of consideration to which the Company expects to be entitled. Revenue is recognized on a percentage of completion basis proportionate to the work that has been completed and is based on associated costs incurred.
- Revenue from sales of parts and labour when servicing equipment both under and not under a long-term contract is presented as product support revenue. For servicing of equipment, revenue is recognized as the service work is performed based on parts list price and standard billing labour rates. Product support is also offered to customers in the form of long-term contracts. For these contracts, revenue is recognized on a basis proportionate to the service work that has been performed based on associated costs incurred. For certain long-term product support contracts where flat-rate labour or a monthly subscription service is provided, the Company recognizes revenue for labour on a straight-line basis. Revenue from product support under long-term contracts is estimated based on the number and types of services expected to be performed using the pricing terms set out in the contract.
- Revenue from equipment rentals and operating leases where the Company acts as lessor is presented as equipment rental revenue and in accordance with the terms of the relevant agreement with the customer, either recognized evenly over the term of that agreement or on a usage basis such as the number of hours that the equipment is used. Equipment rental includes revenue from rental agreements with customers which contain an option to purchase the equipment at the end of the rental term (referred to as 'Rental Equipment with Purchase Options'). When the customer exercises its option to purchase the equipment, the sale is presented as new equipment revenue or used equipment revenue, as appropriate.

Revenue from customers may be recognized in advance of billing the customer. The Company recognizes unbilled receivables for sales of new equipment (including complex power and energy systems) and product support revenue (including sales of parts and labour when servicing equipment both under and not under long-term contracts) when revenue recognition criteria are met, and the Company has the right to receive amounts from customers but invoices have not yet been issued. Similarly, the Company recognizes deferred revenue when cash has been collected from customers but control of the goods or services has not yet been transferred. Deferred revenue is recorded when cash is received prior to the transfer of control related to sales of new equipment, servicing equipment, complex power and energy systems, and extended warranty. Deferred revenue is recorded when deposits are received from customers and in respect of sales of new equipment where the Company has issued a repurchase guarantee and management has determined that it has not transferred control of the equipment.

Areas of Estimation Uncertainty

Long-Term Product Support Contracts and Sales of Complex Power and Energy Systems

Where the outcome of performance obligations for long-term product support contracts and sales of complex power and energy systems can be estimated reliably, revenue is recognized. Revenue is recognized primarily based on the proportion of contract costs incurred for work performed to-date relative to the estimated total contract costs. Variations in contract work, claims, and incentive payments are included to the extent that they have been agreed with the customer. Where the outcome of performance obligations cannot be reliably measured, contract revenue is recognized in the current period to the extent that costs have been incurred until such time that the outcome of the performance obligations can be reasonably measured. Significant assumptions are required to estimate total contract costs, which are recognized as expenses in the period in which they are incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is immediately recognized in the consolidated statement of net income.

Areas of Significant Judgment

Transfer of Control to the Customer

The Company is required to make judgments when determining when control is transferred to the customer. For the sale of new and used equipment and parts inventory, generally, control passes to the customer at the time of shipment of the equipment or parts to the customer or when commissioning of equipment is complete. In certain circumstances, management must determine if control transfers before or after the goods are shipped to the customer (for example, bill-and-hold arrangements). In making this determination, management considers whether the Company has transferred significant risks and rewards related to the product, legal title has transferred, the Company has the ability to direct or sell the product to another customer, the product is ready for physical transfer, or the product is in a condition of being capable of operating in the manner intended.

Repurchase Commitments

In certain circumstances, the Company enters into contracts with rights of return, at the customer's discretion, for the repurchase of equipment sold to customers for an amount which is generally based on a discount from the estimated future fair value of that equipment. At the inception of the contract, the Company is required to make judgments as to whether the customer has a significant economic incentive to exercise its right of return. When no such incentive is expected, revenue is recognized upon the sale of equipment but when a significant economic incentive is expected, revenue is recognized over the term of the contract. Significant assumptions are made in estimating residual values, which are assessed based on experience and taking into account expected future market conditions and projected disposal values.

Identifying Performance Obligations

The Company is required to make judgments when identifying the performance obligations in contracts with customers. When the sales of parts and labour for servicing equipment under a long-term contract are sold bundled together with the sale of equipment to a customer, management typically concludes that these are two separate performance obligations as each of the promises to transfer equipment and provide services is capable of being distinct and separately identifiable.

The Company recorded revenue from the transfer of goods and services at a point-in-time and over time in the following lines of business:

Years ended December 31 (\$ millions)	2025			2024 (Restated - Note 3)		
	Point-in-time	Over-time	Total	Point-in-time	Over-time	Total
New equipment	3,474	389	3,863	3,289	323	3,612
Used equipment	487	—	487	507	—	507
Equipment rental	—	301	301	—	295	295
Product support	2,418	3,516	5,934	2,371	3,109	5,480
Other	—	6	6	—	9	9
Total revenue	6,379	4,212	10,591	6,167	3,736	9,903

The Company recorded the following unbilled receivables from customers:

December 31 (\$ millions)	2025	2024
Product support	408	437
New equipment	62	48
Other	5	7
Total unbilled receivables	475	492

Invoices for sales of parts and labour when servicing equipment under long-term contracts were issued in accordance with the billing arrangement over the contract term. Invoices for sales of parts and labour when servicing equipment not under long-term contracts were issued when the work was complete. Invoices for sales of complex power and energy systems were issued in accordance with milestone payments as agreed in each sales contract with the customer.

The Company recorded the following contract liabilities:

December 31 (\$ millions)	2025			2024		
	Current	Non-current	Total	Current	Non-current	Total
Product support	280	—	280	249	—	249
Deposits from customers for new equipment	164	—	164	189	—	189
Extended warranty	36	47	83	34	42	76
Complex power and energy systems	109	—	109	90	—	90
Other	5	1	6	5	1	6
Total deferred revenue	594	48	642	567	43	610

The majority of the Company's contract liabilities relate to cash collected for goods or services where control will be transferred to the customer within one year. Cash is typically collected up front for sales of extended warranties and new equipment under repurchase guarantees; the transfer of control over these services and goods can extend beyond one year.

6. EARNINGS PER SHARE

Years ended December 31 (\$ millions, except share and per share amounts)	2025		2024	
	Basic	Diluted	Basic	Diluted
Net income from continuing operations	523	523	482	482
Net income attributable to shareholders of Finning	658	658	509	509
Weighted average shares outstanding (WASO)	133,144,033	133,144,033	140,447,583	140,447,583
Effect of dilutive share options		297,236		197,643
WASO with assumed conversions		133,441,269		140,645,226
Earnings per share from continuing operations	3.93	3.92	3.43	3.43
Earnings per share	4.95	4.94	3.62	3.62

Share options granted to employees that were anti-dilutive were excluded from the weighted average number of shares for the purpose of calculating diluted earnings per share. Anti-dilutive share options were not significant for the years ended December 31, 2025, and 2024.

7. OTHER EXPENSES

Years ended December 31 (\$ millions)	2025	2024
Write-off of intangible assets (a)	22	—
Severance costs (b)	12	19
Other expenses	34	19

- (a) Following an evaluation of the business needs of the operations, including an alignment with Caterpillar's digital and technology strategy, several technology assets have been or are being decommissioned; as a result, the Company derecognized previously capitalized costs.
- (b) In the year ended December 31, 2025, the Company recorded severance costs for headcount reductions related to consolidation efforts and changes to the Company's organizational structure focused on non-revenue generating positions, primarily in selected back office and technology roles.

In the year ended December 31, 2024, the Company recorded severance costs related to restructuring activities as it worked to simplify business activities in each of its operations.

8. SHORT-TERM AND LONG-TERM DEBT AND FINANCE COSTS

December 31 (\$ millions)	2025	2024
Short-term debt	518	844
Long-term debt		
2.626%, \$200 million, due August 14, 2026	180	180
4.53%, USD 200 million, due April 3, 2027, Series E	274	288
4.445%, \$350 million, due May 16, 2028	349	349
4.778%, \$425 million, due February 13, 2029	423	423
5.077%, \$150 million, due June 13, 2042	150	149
Other term loans	—	7
Total long-term debt	1,376	1,396
Current portion of long-term debt	180	6
Non-current portion of long-term debt	1,196	1,390

Short-Term Debt

At December 31, 2025, short-term debt included \$0.4 billion drawn on the Company's committed sustainability-linked revolving credit facility (2024: \$0.7 billion). Refer to Note 9b for more information on the Company's committed sustainability-linked revolving credit facility.

The effective interest rate on the consolidated short-term debt for 2025 was 5.4% (2024: 6.4%).

Long-Term Debt

The Company's CAD denominated Medium Term Notes and USD denominated Senior Notes are unsecured and interest is payable semi-annually with the principal due on maturity.

In February 2024, the Company issued \$425 million of 4.778% senior unsecured notes due February 13, 2029.

The effective interest rate on the consolidated long-term debt for 2025 was 4.4% (2024: 4.4%).

Finance Costs

The components of finance costs were as follows:

Years ended December 31 (\$ millions)	2025	2024 (Restated - Note 3)
Interest on short-term debt	54	79
Interest on long-term debt	61	60
Interest on debt	115	139
Interest on lease liabilities	14	10
Other finance related expenses	8	6
Finance costs	137	155

9. FINANCIAL INSTRUMENTS

Finning and its subsidiaries are exposed to market, credit, liquidity, and other risks in the normal course of business activities. The Company's Enterprise Risk Management (ERM) process is designed to ensure that these risks are identified, managed, and reported. The ERM framework assists the Company in managing risks and business activities to mitigate these risks across the organization in order to achieve the Company's strategic objectives.

The Company maintains a strong risk management culture to protect and enhance shareholder value. On a quarterly basis, Board level committees review the Company's business risk assessment and the management of key business risks, any changes to key risks and exposures, and the steps taken to monitor and control such exposures, and report their review to the Board. The Board reviews all material risks on an annual basis. The Board also reviews the adequacy of disclosures of key risks in the Company's Annual Information Form, Management's Discussion and Analysis, and Annual Financial Statements on a quarterly and annual basis.

This note presents information about the Company's exposure to credit, liquidity, and market risks and the Company's objectives, policies, and processes for managing these risks.

(a) Financial Assets and Credit Risk

Accounting Policy

Classification and measurement

Cash and cash equivalents, accounts receivable, unbilled receivables, supplier claims receivable, and notes receivable are classified as amortized cost and measured using the effective interest method. Accounts receivable comprises amounts due from customers for goods or services transferred in the ordinary course of business and non-trade accounts. Unbilled receivables relate to the Company's right to consideration for goods or services transferred to a customer but not yet billed as at the reporting date. Notes receivable represents amounts due from customers relating to the financing of equipment and parts and services sold.

Financial assets classified as amortized cost are assessed for impairment at the end of each reporting period and a loss allowance is measured by estimating the lifetime expected credit losses. Certain categories of financial assets, such as accounts receivable, that are considered not to be impaired individually are also assessed for impairment on a collective basis. Estimates of expected credit losses take into account the Company's past experience of collecting payments, the amount of delayed payments in the portfolio past the average credit period, as well as observable changes in and forecasts of future economic conditions that correlate with default on receivables. The carrying amount of accounts receivable is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognized in selling, general, and administrative expenses in the consolidated statement of net income. At the point when the Company is satisfied that no recovery of the amount owing is possible, the amount is considered not recoverable and the financial asset is impaired.

Areas of Estimation Uncertainty

Allowance for Doubtful Accounts

The Company records allowance for doubtful accounts that represents management's best estimate of potential losses in respect of accounts receivable and unbilled receivables. The main components of these allowances are a specific loss component that relates to individually significant exposures and a collective loss component established for groups of similar assets in respect of losses that are expected to occur.

The collective loss allowance is estimated based on historical data of payment statistics for similar financial assets, adjusted for current and forecasted future economic conditions.

Expected credit losses related to the current economic environment have been incorporated in management's estimate of its allowance for doubtful accounts. No assurance can be given that this will be sufficient or that the Company will not suffer material credit losses that will adversely affect its results. The Company allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to aging of receivable balances, external credit ratings, publicly available information about customers, expectation of customer bankruptcies, and the impact of inflation and interest rate increases on customers ability to pay) and applying experienced credit judgment. Exposures within each credit risk grade are segmented by geographic region, industry classification, and risk categorization. An expected credit loss rate is calculated for each segment.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This risk arises principally in respect of the Company's cash and cash equivalents, receivables from customers, receivables from suppliers, and derivative assets.

The Company's material exposure to credit risk at the reporting date was:

December 31		
(\$ millions)	2025	2024
Cash and cash equivalents	369	316
Accounts receivable	1,119	1,221
Unbilled receivables	475	492
Supplier claims receivable	164	144
Exposure to credit risk	2,127	2,173

Cash and Cash Equivalents

Credit risk associated with cash and cash equivalents is managed by ensuring that these financial assets are held with major financial institutions with strong investment grade ratings and by monitoring the exposures with any single institution. An ongoing review is performed to evaluate the changes in the credit rating of counterparties.

Receivables from Customers

Credit risk associated with accounts receivable and unbilled receivables from customers is minimized because of the diversification of the Company's operations as well as the diversified customer base and geographical dispersion. The Company limits its exposure to credit risk from accounts receivable by establishing a maximum payment period for customers. The Company also has policies in place to manage credit risk, including maintaining credit limits for customers taking into account factors such as projected purchase values, credit worthiness of the customer, and payment performance.

Receivables from Suppliers

The Company is exposed to risk on supplier claims receivable, primarily from Caterpillar, with whom Finning has had an ongoing relationship since 1933.

The maximum exposure to credit risk for accounts receivable at the reporting date by geographic location of customer was as follows:

December 31 (\$ millions)	2025	2024
Canada	569	663
Chile	308	325
UK	141	103
Argentina	40	63
Other	61	67
Total	1,119	1,221

Impairment Losses

The aging of accounts receivable at the reporting date was as follows:

December 31 (\$ millions)	2025		2024	
	Gross	Allowance	Gross	Allowance
Not past due	943	9	955	—
Past due 1 – 30 days	150	3	194	—
Past due 31 – 90 days	40	5	64	13
Past due 91 – 120 days	12	4	17	6
Past due greater than 120 days	22	27	51	41
Total	1,167	48	1,281	60

The movement in the allowance for doubtful accounts in respect of accounts receivable during the year was as follows:

Years ended December 31 (\$ millions)	2025	2024
Balance, beginning of year	60	45
Additional allowance and unused amounts reversed, net	(7)	17
Receivables written off	(3)	(4)
Receivables disposed through sale of business	(2)	—
Foreign exchange rate changes	—	2
Balance, end of year	48	60

The carrying amount of cash and cash equivalents, unbilled receivables, and supplier claims receivable represents the Company's maximum exposure to credit risk for these balances.

(b) Financial Liabilities and Liquidity Risk

Accounting Policy

Classification and measurement

Accounts payable and accruals and short-term and long-term debt are classified as amortized cost and are measured using the effective interest method.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquid financial resources to fund its operations and meet its commitments and obligations. The Company maintains bilateral and syndicated credit facilities, continuously monitors actual and forecast cash flows, and manages maturity profiles of financial liabilities.

The Company will require capital to finance future growth and to refinance outstanding debt obligations as they come due for repayment. If the cash generated from the Company's operations is not sufficient to fund future growth, capital, and debt repayment requirements, the Company will require additional debt or equity financing. The Company's ability to access capital markets for additional debt or equity on terms that are acceptable will be dependent upon prevailing market conditions, as well as the Company's financial condition. Further, Finning's ability to increase the level of debt financing may be limited by financial covenants or credit rating objectives. The ability to raise additional financing for future activities may be impaired, or such financing may not be available on favourable terms, due to conditions beyond Finning's control, such as uncertainty in the capital markets, depressed commodity prices or country risk factors.

At December 31, 2025, the Company had approximately \$3.3 billion (2024: \$3.1 billion) of unsecured committed and uncommitted credit facilities. Included in this amount is a committed sustainability-linked revolving credit facility totaling \$1.3 billion with various Canadian and global financial institutions, which is set to mature in June 2029. Borrowings under this facility are available in multiple currencies and at various floating rates of interest.

At December 31, 2025, \$940 million was available under the \$1.3 billion committed sustainability-linked revolving credit facility (2024: \$853 million was available collectively under the \$1.3 billion committed sustainability-linked revolving credit facility and a \$300 million committed revolving credit facility, which matured on October 6, 2025). The Company is subject to certain covenants under its committed revolving credit facility. At December 31, 2025, and 2024, the Company was in compliance with these covenants.

The Company's principal source of short-term funding is the committed sustainability-linked revolving credit facility. The Company also maintains a maximum authorized commercial paper program of \$600 million, backstopped by credit available under the \$1.3 billion committed sustainability-linked revolving credit facility. There was no commercial paper outstanding at December 31, 2025, and December 31, 2024. In addition, the Company maintains other bank credit facilities, including overdrafts, letters of credit, and trade payable financing arrangements to support its subsidiary operations.

In Argentina, the Company has experienced government currency restrictions in the past that have impacted Finning's ability to meet USD financial obligations as they fall due. Recent market conditions have improved, allowing for access to USD and an improved ability to pay suppliers. The Company continues to monitor market conditions and actively reduce local currency exposure. While the Company's access to USD in Argentina has improved since December 31, 2023, government rules and policies as well as economic conditions are subject to change, and may impact Finning's ability to manage its liquidity risk.

The following are the contractual maturities of non-derivative and derivative financial liabilities. The amounts presented represent the future undiscounted principal and interest cash flows, and therefore, do not necessarily equal the carrying amount on the consolidated statement of financial position.

(\$ millions)	Carrying amount	Contractual cash flows				
	December 31, 2025	2026	2027	2028	2029	2030 Thereafter
Non-derivative financial liabilities						
Accounts payable and accruals	(1,602)	(1,602)	—	—	—	—
Short-term debt (Note 8)	(518)	(518)	—	—	—	—
Long-term debt (Note 8)	(1,376)	(241)	(324)	(386)	(443)	(8)
Lease liabilities	(412)	(104)	(91)	(80)	(68)	(54)
Total non-derivative financial liabilities	(3,908)	(2,465)	(415)	(466)	(511)	(62)
Derivative financial instruments						
Forward foreign currency contracts and swaps						
Sell CAD	(4)	(630)	—	—	—	—
Buy USD	—	627	—	—	—	—
Sell ARS ⁽¹⁾	—	(3)	—	—	—	—
Buy USD	—	3	—	—	—	—
Total derivative financial instruments	(4)	(3)	—	—	—	—

⁽¹⁾ Argentine Peso (ARS)

Trade Payable Financing Arrangements

The Company has entered into trade payable financing arrangements which extend the maturities for certain trade payables in its South American operations. These payables are still considered due within a normal operating cycle.

December 31 (\$ millions)	2025	2024
Carrying amount of liabilities that are part of trade payable financing arrangements:		
Included in accounts payable and accruals	142	193
- of which suppliers have received payment from finance provider	142	193
Range of payment due dates (after invoice date):		
Liabilities that are part of the arrangement	46 - 85 days	45 - 85 days
Comparable trade payables that are not part of an arrangement	25 - 55 days	25 - 55 days

The effective interest rate on these arrangements was comparable to short-term debt and the interest cost was recorded in finance costs. There were no non-cash transfers relating to the carrying amount of liabilities subject to supplier financing arrangements at December 31, 2025, and 2024.

(c) Derivative Financial Instruments, Hedging, and Market Risk

Accounting Policy

Derivative Financial Instruments

Derivative financial instruments are classified as fair value through profit or loss and are recorded on the consolidated statement of financial position at fair value. Fair value changes of derivative financial instruments not designated as hedging instruments are recorded in the consolidated statement of net income as selling, general, and administrative expenses or finance costs, as appropriate. Refer to Cash Flow Hedges and Net Investment Hedges sections below for the accounting treatment for derivative financial instruments which are designated as hedging instruments.

Hedges

The Company utilizes foreign currency debt, derivative financial instruments, and short-term investments in order to manage its foreign currency and interest rate exposures. The Company uses derivative financial instruments only in connection with managing related risk positions and does not use them for trading or speculative purposes.

The Company determines whether or not to formally designate, for accounting purposes, eligible hedging relationships between hedging instruments and hedged items. This process includes linking derivatives to specific risks from assets or liabilities on the statement of financial position, specific firm commitments, or forecasted transactions. For hedges designated as such for accounting purposes, at inception, the Company documents the hedging relationship, its risk management objective and strategy for undertaking the hedge, and how the Company will assess whether the Company meets the hedge effectiveness requirements. When derivative instruments have been designated as a hedge and are highly effective in offsetting the identified hedged risk, hedge accounting is applied to the derivative instruments. The ineffective portion of hedging gains and losses of these hedges is reported in the consolidated statement of net income.

Cash Flow Hedges

The Company uses foreign exchange forward contracts and, at times, may use options to hedge the currency risk associated with certain foreign denominated sales, purchase commitments, cash and debt balances, payables, and receivables. The Company may also use other derivative instruments such as swaps, rate locks, and options to hedge its interest rate exposure.

If hedge accounting is applied to the hedges, the effective portion of hedging gains and losses associated with these cash flow hedges is recorded, net of tax, in other comprehensive income and recognized in earnings in the same period as the hedged item. For cash flow hedges of non-financial items, these gains and losses are included in the initial carrying cost of the hedged asset or hedged liability. The gain or loss relating to any ineffective portion is recognized immediately in the consolidated statement of net income.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss recorded in other comprehensive income at that time remains in accumulated other comprehensive income until the originally hedged transaction affects net income. When a forecasted transaction is no longer expected to occur, the accumulated gain or loss that was reported in other comprehensive income is immediately recorded in the consolidated statement of net income.

Net Investment Hedges

The Company uses foreign currency debt to hedge foreign currency gains and losses on its long-term net investments in foreign operations. The effective portion of the gain or loss of such instruments associated with the hedged risk is recorded in other comprehensive income. These gains or losses are reclassified to the consolidated statement of net income upon the disposal of a foreign operation or a disposal that involves loss of control of a subsidiary that includes a foreign operation.

Areas of Estimation Uncertainty

Fair Value

The fair value of derivative financial instruments that are not traded in an active market (e.g. over-the-counter derivatives) is determined using valuation techniques. The Company uses its judgment to select a valuation method and makes assumptions that are mainly based on market conditions existing at the end of each reporting period.

Market Risk

Market risk is the risk that changes in the market, such as foreign exchange rates and interest rates, will affect the Company's net income or the fair value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

Foreign Exchange Risk

The Company is geographically diversified, with significant investments in several different countries. The Company transacts business in multiple currencies, the most significant of which are the CAD, USD, GBP, Chilean Peso (CLP), and ARS. As a result, the Company has foreign currency exposure with respect to items denominated in foreign currencies. The main types of foreign exchange risk of the Company are translation and transaction exposure.

Translation Exposure

The most significant foreign exchange impact on the Company's net income and other comprehensive income is the translation of foreign currency-based earnings and net assets or liabilities into CAD, which is the Company's presentation currency. The Company's South American and UK & Ireland operations have functional currencies other than CAD and, as a result, exchange rate movements between the USD/CAD and GBP/CAD will impact the consolidated results of the South American and UK & Ireland operations in CAD terms. The Company does not hedge its exposure to foreign exchange risk with regard to foreign currency earnings.

Assets and liabilities of the Company's South American and UK & Ireland operations are translated into CAD using the exchange rates in effect at the consolidated statement of financial position dates. Any translation gains and losses are recorded as foreign currency translation adjustments in other comprehensive income. To the extent practical, it is the Company's objective to manage this exposure by hedging a portion of its foreign investments with loans denominated in foreign currencies.

The carrying value of the Company's long-term debt that was designated as net investment hedging instruments was \$274 million (2024: \$288 million).

Transaction Exposure

Many of the Company's operations purchase, sell, rent, and lease assets and incur costs in currencies other than their functional currency. This mismatch of currencies creates transactional exposure, which may affect the Company's profitability as exchange rates fluctuate. For example, the Company's Canadian operating results are exposed to volatility in USD/CAD rates between the timing of equipment and parts purchases that are made in USD and the ultimate sale to customers made in CAD. A portion of this exposure is hedged through the use of forward exchange contracts as well as managed through pricing practices. The Company applies hedge accounting to hedges of certain inventory purchases in its Canadian operations. During the year ended December 31, 2025, the Company entered into forward exchange contracts for inventory purchases of USD 311 million (2024: USD 279 million).

The results of the Company's operations are impacted by the translation of foreign-denominated transactions; the results of the Canadian operations are most impacted by USD based revenue and costs, and the results of the South American operations are most impacted by CLP and ARS based revenues and costs. The results of the South American operations are affected by changes in the USD/CLP and USD/ARS relationships. As the CLP weakens against the USD, the Company's revenue may be impacted as customers curtail their equipment and product support spend. In the South American operations, SG&A is largely denominated in local currency. A weaker CLP to USD or ARS to USD positively impacts Finning's financial results when local currency-based costs are translated into USD reported SG&A, partly offsetting the impact on revenue.

The Company is also exposed to foreign currency risks related to the future cash flows on its foreign-denominated financial assets and financial liabilities and foreign-denominated net asset or net liability positions on its consolidated statement of financial position, primarily the USD/CAD in Canada and USD/CLP and USD/ARS in South America. The Company enters into forward exchange contracts, short-term investments, and short-term borrowings to manage some mismatches in foreign currency cash flows but does not fully hedge balance sheet exposure so this may result in unrealized foreign exchange gains or losses until the financial assets and financial liabilities are settled. Continued government currency restrictions may impact the foreign currency risk and exposure of the Company's South American operations.

Exposure to Foreign Exchange Risk

The currencies of the Company's significant financial instruments were as follows:

December 31, 2025					
(millions)	CAD	USD	GBP	CLP ⁽¹⁾	ARS
Cash and cash equivalents	796	121	3	76,685	2,824
Accounts receivable	408	156	77	202,408	41
Short-term and long-term debt	(1,986)	(547)	—	—	(86)
Accounts payable and accruals	(399)	(534)	(86)	(171,539)	(7,075)
Lease liabilities	(211)	(83)	(15)	(32,310)	(51)
Net exposure of statement of financial position	(1,392)	(887)	(21)	75,244	(4,347)

December 31, 2024					
(millions)	CAD	USD	GBP	CLP ⁽¹⁾	ARS
Cash and cash equivalents	537	65	27	58,253	5,003
Accounts receivable	557	195	56	168,350	1,601
Short-term and long-term debt	(1,784)	(694)	—	—	—
Accounts payable and accruals	(398)	(450)	(78)	(130,954)	(10,429)
Lease liabilities	(257)	(7)	(18)	(28,347)	(82)
Net exposure of statement of financial position	(1,345)	(891)	(13)	67,302	(3,907)

⁽¹⁾ Included are the CLP equivalents of amounts denominated in the Unidad de Fomento.

Sensitivity Analysis to Foreign Exchange Risk

The translation of financial instruments denominated in foreign currencies is impacted by changes in foreign exchange rates. A weakening of the CAD against the following currencies would increase (decrease) pre-tax income and pre-tax other comprehensive income by the amounts shown below. This analysis uses estimated forecast foreign exchange rates for the upcoming year and assumes that all other variables, in particular volumes, relative pricing, interest rates, and hedging activities are unchanged.

December 31, 2025	Weakening	Pre-tax	Pre-tax other
(\$ millions)	of CAD	income	comprehensive
			income
USD/CAD	10%	11	(13)
GBP/CAD	10%	—	—
CLP/CAD ⁽²⁾	15%	27	—
ARS/CAD	30%	(2)	—

⁽²⁾ Excluded from this sensitivity are CLP denominated liabilities which are exempt from the financial instrument disclosures.

A strengthening of the CAD against the above currencies relative to the December 31, 2025, month end rates would have an equivalent but opposite effect in the amounts shown on the basis that all other variables are unchanged.

Interest Rate Risk

Changes in market interest rates can cause fluctuations in the fair value or future cash flows of financial instruments.

The Company is exposed to changes in interest rates on some of its interest-bearing financial assets. The Company's floating-rate financial assets comprise cash and cash equivalents and short-term investments. Due to the short-term nature of these financial assets, the impact of fluctuations in fair value is limited but interest income earned can be impacted. Notes receivable bear interest at a fixed rate thus their fair value will fluctuate prior to maturity but, absent monetization, future cash flows do not change.

The Company is exposed to changes in interest rates on its variable interest-bearing financial liabilities, primarily from short-term debt. The Company's debt portfolio comprises both fixed and floating rate debt instruments, with terms to maturity ranging up to 2042. The Company's floating rate debt is short term in nature and as a result, the Company is exposed to limited fluctuations in changes to fair value, but finance costs and cash flows will increase or decrease as interest rates change.

The fair value of the Company's fixed rate debt obligations fluctuates with changes in interest rates, but absent early settlement, related cash flows do not change. The Company is exposed to changes in future interest rates upon refinancing of any debt prior to or at maturity.

The Company manages its interest rate risk by balancing its portfolio with fixed and floating rate debt, as well as managing the term to maturity of its debt portfolio, but no assurance can be given that these efforts will fully offset all risk.

Profile

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments was as follows:

December 31		
(\$ millions)	2025	2024
Fixed rate instruments		
Financial assets	48	73
Financial liabilities	(1,788)	(1,736)
Variable rate instruments		
Financial assets	369	316
Financial liabilities	(518)	(844)

Fair Value Sensitivity Analysis for Fixed Rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through the consolidated statement of net income, and the Company does not currently have any derivatives designated as hedging instruments under a fair value hedge accounting model, or any derivative interest rate instruments for which fair value changes are recognized in other comprehensive income. Therefore, a change in interest rates at the reporting date would not affect net income or other comprehensive income.

Pre-tax Income Sensitivity Analysis for Variable Rate Instruments

The Company's variable rate instruments are in a net liability position; therefore, an increase of 1.0% in interest rates for a full year relative to the interest rates at the reporting date would decrease income by \$1 million with a 1.0% decrease having the opposite effect. This analysis assumes that all other variables, in particular foreign currency exchange rates and volumes, remain constant.

(d) Fair Values

Financial instruments measured at fair value are grouped into three levels based on the degree to which fair value is observable:

- Level 1 – quoted prices in active markets for identical securities
- Level 2 – significant observable inputs other than quoted prices included in Level 1
- Level 3 – significant unobservable inputs

The Company's only financial instruments measured at fair value are derivative financial instruments. All of the derivative financial instruments are measured at fair value using Level 2 inputs. The Company did not move any instruments between levels of the fair value hierarchy during the years ended December 31, 2025, and 2024.

Derivative Financial Instruments (Level 2)

The fair value of foreign currency forward contracts is determined by discounting contracted future cash flows using a discount rate derived from interest rate curves and observed forward prices for comparable assets and liabilities.

Where material, fair values are adjusted for credit risk based on observed credit default spreads or market yield spreads for counterparties for financial assets and based on the Company's credit risk for financial liabilities. The Company's credit risk is derived from yield spreads on the Company's market quoted debt.

Long-Term Debt (Level 2)

The carrying value and fair value of the Company's long-term debt was as follows:

December 31 (\$ millions)	2025		2024	
	Carrying value	Fair value	Carrying value	Fair value
Long-term debt	1,376	1,409	1,396	1,427

The fair value of the Company's long-term debt is based on the present value of future cash flows required to settle the debt. The present value of future cash flows is discounted using the yield to maturity rate as at the measurement date. This technique utilizes a combination of quoted prices and market observable inputs.

Cash and Cash Equivalents, Accounts Receivable, Unbilled Receivables, Supplier Claims Receivable, Notes Receivable, Short-Term Investments, Short-Term Debt, and Accounts Payable

The recorded values of cash and cash equivalents, accounts receivable, unbilled receivables, supplier claims receivable, notes receivable, short-term investments, short-term debt, and accounts payable approximate their fair values due to the short-term maturities of these instruments.

10. MANAGEMENT OF CAPITAL

The Company's objective when managing capital is to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company includes cash and cash equivalents, short-term and long-term debt, and shareholders' equity in the definition of capital.

The Company manages its capital structure and makes adjustments to it in light of actual and forecasted cash flows, actual and anticipated capital expenditures, rental equipment spend, and investments, changes in economic conditions and the risk characteristics of its underlying assets. In order to maintain or adjust the capital structure, the Company may purchase common shares for cancellation pursuant to normal course issuer bids, issue new common shares, issue new debt, repay debt, issue new debt to replace existing debt with different characteristics, or adjust the amount of dividends paid to shareholders. In May 2025, the Company renewed its normal course issuer bid (NCIB) which enables the Company to purchase its common shares for cancellation.

In connection with the NCIB, the Company may enter into an automatic share purchase plan (ASPP) with a designated broker to enable share repurchases for cancellation during selected blackout periods. Refer to Note 11 for details of the share repurchases made under the NCIB and ASPP during 2025 and 2024.

The Company monitors net debt to Adjusted earnings from continuing operations before finance costs, income taxes, depreciation and amortization (EBITDA) to assess operating leverage and ability to repay debt. This ratio approximates the length of time, in years, that it would take the Company to repay its debt, with net debt and Adjusted EBITDA from continuing operations held constant.

December 31	Company long-term target	2025	2024 (Restated - Note 3)
Net debt to Adjusted EBITDA from continuing operations (times)	< 3.0	1.2	1.7

Net debt to Adjusted EBITDA from continuing operations is calculated as net debt from continuing operations at the reporting date divided by Adjusted EBITDA for the last twelve months. Net debt from continuing operations is calculated as short-term and long-term debt, net of cash, less net debt from discontinued operations. Adjusted EBITDA is calculated by adding depreciation and amortization to earnings before finance costs and income taxes (from continuing operations), excluding items that are not considered to be indicative of operational and financial trends, either by nature or amount, to provide a better overall understanding of the Company's underlying business performance.

Net debt from continuing operations was calculated as follows:

December 31 (\$ millions)	2025	2024
Cash and cash equivalents	(369)	(316)
Short-term debt	518	844
Long-term debt		
Current	180	6
Non-current	1,196	1,390
Net debt	1,525	1,924
Less net debt from discontinued operations	—	31
Net debt from continuing operations	1,525	1,955

A reconciliation from earnings before finance costs and income tax (from continuing operations) to Adjusted EBITDA is as follows:

Years ended December 31 (\$ millions)	2025	2024 (Restated - Note 3)
Earnings before finance costs and income taxes (from continuing operations)	835	787
Significant items:		
Write-off of intangible assets (Note 7(a))	22	—
Severance costs (Note 7(b))	12	19
Estimated loss for a customer receivable (a)	—	14
Adjusted earnings before finance costs and income taxes (from continuing operations)	869	820
Depreciation and amortization	374	356
Adjusted EBITDA (from continuing operations)	1,243	1,176

(a) The Company's Canadian operations recorded an estimated loss for receivables from a customer that was placed into receivership following a landslide at its mine.

11. SHARE CAPITAL

Accounting Policy

Common shares repurchased by the Company are recognized as a reduction in share capital and contributed surplus (and retained earnings once contributed surplus is fully drawn down) on the date of repurchase. A liability is recognized for any committed repurchases that have not yet settled at a reporting period end. The cash consideration paid to repurchase common shares is presented as a financing activity in the statement of cash flows. The number of repurchased common shares is disclosed below and the amount deducted from equity is disclosed in the statement of changes in equity.

The Company is authorized to issue an unlimited number of preferred shares without par value, of which 4.4 million are designated as cumulative redeemable convertible preferred shares. The Company had no preferred shares outstanding for the years ended December 31, 2025, and 2024.

The Company is authorized to issue an unlimited number of common shares. All issued common shares have no par value and are fully paid.

The Company's dealership agreements with subsidiaries of Caterpillar are fundamental to its business and a change in control of Finning may result in Caterpillar exercising its right to terminate those dealership agreements.

The change in the number of common shares in share capital was as follows:

Years ended December 31 (number of common shares)	2025	2024
Balance, beginning of year	135,970,823	144,007,263
Exercise of share options	192,536	90,750
Repurchase of common shares	(5,293,033)	(8,127,190)
Balance, end of year	130,870,326	135,970,823

The cost of the Company's repurchased common shares for cancellation through the Company's NCIB was as follows:

Years ended December 31 (\$ millions, except for as otherwise noted)	2025	2024
Total cost of repurchased common shares	288	322
Average cost per repurchased common share	\$ 54.33	\$ 39.68

The Company recorded an estimated obligation of \$27 million as at December 31, 2025, for the repurchase of common shares from January 1, 2026, to February 11, 2026, under the Company's ASPP (2024: \$23 million).

Refer to Note 10 for a description of the Company's NCIB and ASPP.

12. SHARE-BASED PAYMENTS

Accounting Policy

The Company has share option plans and other share-based compensation plans for directors and certain eligible employees and members of the Board.

Equity-settled share-based payments comprise share options which are measured at fair value using the Black-Scholes option pricing model. The fair value is determined on the grant date of the share option and recorded over the vesting period in selling, general, and administrative expense, based on the Company's estimate of options that will vest, with a corresponding increase to contributed surplus. When share options are exercised, the proceeds received by the Company, together with any related amount recorded in contributed surplus, are credited to share capital.

Cash-settled share-based payments comprise DSUs, Performance Share Units (PSUs), and Restricted Share Units (RSUs). Cash-settled share-based awards are measured at fair value. Except for Total Shareholder Return Performance Share Units (TSR PSUs), the fair value of all cash-settled share-based awards is estimated using the Company's share price on the Toronto Stock Exchange (TSX:FTT). The fair value of vested TSR PSUs is estimated using a 5-day volume-weighted average price and the fair value of unvested TSR PSUs is estimated using the Monte Carlo model. Cash settled share-based compensation plans are recognized as a liability. Compensation expense which arises from vesting and fluctuations in the fair value of the Company's cash settled share-based compensation plans is recognized in selling, general, and administrative expense in the consolidated statement of income with the corresponding liabilities recorded within other liabilities on the consolidated statement of financial position.

Areas of Estimation Uncertainty

The Company uses the Black-Scholes option pricing model to determine the fair value of share options at the time of grant. Inputs to the model are subject to various estimates relating to share price volatility, interest rates, dividend yields and expected life of the units issued. Inputs are subject to market factors as well as internal estimates. The Company considers historical trends together with any new information to determine the best estimates of inputs to the model at the date of grant. Separate from the fair value calculation, the Company is required to estimate the expected forfeiture rate of equity-settled share-based payments in estimating how many units are expected to vest.

The Company uses the Monte Carlo pricing model to estimate the fair value of PSUs at each reporting date. Inputs to the model for TSR PSUs include the historical share prices of a specified peer group (S&P/TSX Composite Index for 2025 and 2024 grants and S&P/TSX Capped Industrials Index for 2023 grants) and estimates of the relative ranking of the Company's total shareholder return compared with the specified peer group. Inputs to the model for return on invested capital (ROIC) and product support growth (PSG) PSUs include the Company's projected ROIC and compound annual growth rate (CAGR) of the Company's product support business, respectively.

Share Options

The Company has one share option plan (Stock Option Plan) for senior executives and management of the Company. Options granted under the Stock Option Plan vest over a three-year period and are exercisable over a seven-year period. The exercise price of each option is based on the weighted average trading price of the common shares of the Company on the date prior to the grant. Under the Stock Option Plan, the Company may issue up to 7,470,000 common shares pursuant to the exercise of share options. At December 31, 2025, 3,737,417 (2024: 3,598,807) common shares remained eligible to be issued in connection with future grants.

Under the Stock Option Plan, the Company only grants and prices share options when all material information has been disclosed to the market. The difference between options exercised and common shares issued are withheld and returned to the option pool for future issues or grants. The exercises generally utilize the cashless method, whereby the actual number of common shares issued on exercise is based on the premium between the fair value of common shares at the time of exercise and the grant value, and the equivalent value of the number of share options up to the grant value is withheld. Share options exercised in 2025 and 2024 comprised both cash and cashless exercises.

Details of the Stock Option Plan were as follows:

Years ended December 31	2025		2024	
	Share options	Weighted average exercise price	Share options	Weighted average exercise price
Share options outstanding, beginning of year	1,069,433	\$ 32.80	1,149,866	\$ 30.06
Granted	211,025	\$ 51.52	226,034	\$ 42.61
Exercised	(472,857)	\$ 31.21	(286,102)	\$ 29.18
Forfeited	(69,314)	\$ 43.46	(20,365)	\$ 37.84
Share options outstanding, end of year	738,287	\$ 38.16	1,069,433	\$ 32.80
Share options exercisable, end of year	359,832	\$ 30.18	585,892	\$ 28.13

The fair value of the share options granted during the year was estimated on the date of grant using the following weighted-average assumptions:

	2025	2024
Dividend yield	2.9%	3.1%
Expected volatility ⁽¹⁾	32.8%	34.1%
Risk-free interest rate	2.9%	3.6%
Expected life (in years)	4.94	4.97
Grant date fair value of share options	\$ 12.79	\$ 11.16
Share price	\$ 51.52	\$ 42.61

⁽¹⁾ Expected volatility is based on historical share price volatility of TSX:FTT shares.

The following table summarizes information about share options outstanding at December 31, 2025:

Range of exercise prices	Share options outstanding			Share options exercisable	
	Number outstanding	Weighted average remaining life	Weighted average exercise price	Number outstanding	Weighted average exercise price
\$17.75 - \$33.10	131,833	0.93 years	\$ 19.97	131,833	\$ 19.97
\$33.11 - \$34.83	107,788	2.87 years	\$ 33.66	107,788	\$ 33.66
\$34.84 - \$40.86	145,765	4.12 years	\$ 35.66	75,226	\$ 35.63
\$40.87 - \$46.80	166,402	5.06 years	\$ 42.64	44,985	\$ 42.64
\$46.81 - \$76.40	186,499	6.34 years	\$ 51.59	—	\$ —
Total	738,287	4.14 years	\$ 38.16	359,832	\$ 30.18

The following table summarizes information about share options outstanding at December 31, 2024:

Range of exercise prices	Share options Outstanding			Share options Exercisable	
	Number outstanding	Weighted average remaining life	Weighted average exercise price	Number outstanding	Weighted average exercise price
\$17.75 - \$24.87	233,166	2.03 years	\$ 19.28	233,166	\$ 19.28
\$24.88 - \$33.96	176,469	2.49 years	\$ 33.21	174,012	\$ 33.25
\$33.97 - \$34.83	198,783	4.25 years	\$ 34.02	105,159	\$ 34.02
\$34.84 - \$37.35	242,051	5.23 years	\$ 35.63	73,555	\$ 35.63
\$37.36 - \$42.67	218,964	6.30 years	\$ 42.61	—	\$ —
Total	1,069,433	4.12 years	\$ 32.80	585,892	\$ 28.13

Other Share-Based Payment Plans

The Company has other share-based payment plans in the form of DSUs, PSUs, and RSUs that use notional common share units.

Details of the plans are as follows:

Directors

Directors' Deferred Share Unit (DDSU) Plan A

Under the DDSU Plan A, non-employee Directors of the Company may be awarded DSUs and may also elect to have all or a portion of their cash compensation payable for service as a Director issued in the form of DSUs. These units are fully vested upon issuance. These units accumulate notional dividends in the form of additional units based on the dividends paid on the Company's common shares.

Units are redeemable for cash or common shares of the Company or a combination of cash and shares (as requested by the holder) only following cessation of service on the Board and must be redeemed by December 31st of the year following the year in which the cessation occurred. Each DSU is redeemable for one common share or if redeemed for cash, the value is determined using the redemption-date market value of the Company's common shares.

Executive

Executive Deferred Share Unit (Exec DSU) Plan

Under the Exec DSU Plan, executives who have not yet met their share ownership requirements can elect to receive all or a portion of their annual bonus issued in the form of DSUs as approved by the Board. The amount can only be up to the amount they need to meet their share ownership requirement and it is redirected on a pre-tax basis. The Exec DSU Plan utilizes notional units that become fully vested at the time of issuance or in accordance with terms set at the time of grant, if any. Vested DSUs are redeemable for cash before December 15th of the year following the year in which cessation of employment with the Company occurred. Only vested units accumulate notional dividends in the form of additional DSUs based on the dividends paid on the Company's common shares.

Deferred Share Unit (DSU-B) Plan B for Executives

Under the DSU-B Plan, executives of the Company may be awarded DSUs as approved by the Board. The DSU-B Plan utilizes notional units that become vested in accordance with terms set at the time of grant. Vested DSUs are redeemable for cash or for common shares of the Company before December 31st of the year following the year in which cessation of employment with the Company occurred. DSUs expire if they have not vested within five years from the grant-date. Only vested units accumulate notional dividends in the form of additional DSUs based on the dividends paid on the Company's common shares.

PSU Plan

Under the PSU Plan, certain employees of the Company may be awarded performance share units as approved by the Board. This plan utilizes notional units that vest upon achieving future specified performance levels. All units accumulate notional dividends over the life of the grants in the form of additional performance share units based on the dividends paid on the Company's common shares. All units, including notional dividends, are redeemed upon vesting.

PSUs granted in 2025 and 2024 were divided into three categories. Half of the awards were based on the extent to which the Company's ROIC achieves or exceeds the specified performance levels in each year of a three-year performance period (ROIC PSUs). A quarter of the awards were based on the performance of the Company's total shareholder return (TSR) over the three-year period relative to the performance of the total shareholder return of companies that were in the S&P/TSX Composite Index for the performance period (TSR PSUs). The remaining quarter of the awards were based on the extent to which the CAGR of the Company's product support business achieves or exceeds the specified performance levels in the first year, the first two years, and the full three years of a grant over a three-year performance period (PSG PSUs).

Vesting levels are subject to performance condition achievement with respect to ROIC (a non-market condition), PSG (a non-market condition), or relative total shareholder return performance compared to the TSX index (a market condition), and can range from 0% to 200%.

Vested performance share units are redeemable in cash. The per unit payout is based on the volume-weighted average trading price of the Company's common shares on the five days prior to the end of the performance period.

Compensation expense for the PSU Plan is recorded over the three-year performance period. The amount of compensation expense is adjusted over the three-year performance period to reflect the fair value of the PSUs and the number of PSUs anticipated to vest.

Restricted Share Unit (RSU) Plan

Under the RSU Plan, certain employees of the Company may be awarded RSUs as approved by the Board. This plan utilizes notional units that vest in accordance with terms set at the time of grant (typically three years from grant date). All units accumulate notional dividends over the life of the grants in the form of additional restricted share units based on the dividends paid on the Company's common shares.

RSUs that have vested are redeemable in cash and the fair value payout per unit is based on the volume-weighted average trading price of the Company's common shares on the five days prior to the end of the vesting period.

Details of the DSU, PSU, and RSU plans were as follows:

Year ended December 31, 2025	Exec					Total
Units	DSU	DSU-B	DDSU	PSU	RSU	
Outstanding, beginning of year	33,642	6,208	528,421	696,235	571,764	1,836,270
Grants	—	—	43,847	186,056	165,550	395,453
Additional units (notional dividends)	518	134	8,189	14,454	11,691	34,986
Performance factor adjustment	—	—	—	270,803	—	270,803
Exercised	(19,394)	—	(322,576)	(260,253)	(185,757)	(787,980)
Forfeited	—	—	—	(182,391)	(122,309)	(304,700)
Outstanding, end of year	14,766	6,342	257,881	724,904	440,939	1,444,832
Vested, beginning of year	33,642	6,208	528,421	290,591	—	858,862
Vested	518	134	52,036	281,016	185,757	519,461
Exercised	(19,394)	—	(322,576)	(260,253)	(185,757)	(787,980)
Forfeited	—	—	—	(51,947)	—	(51,947)
Vested, end of year	14,766	6,342	257,881	259,407	—	538,396
Liability						
(\$ millions)						
Balance, beginning of year	1	—	21	16	11	49
Expensed	1	—	17	34	19	71
Exercised	(1)	—	(18)	(10)	(9)	(38)
Forfeited	—	—	—	(6)	(4)	(10)
Balance, end of year	1	—	20	34	17	72

Year ended December 31, 2024	Exec					Total
Units	DSU	DSU-B	DDSU	PSU	RSU	Total
Outstanding, beginning of year	48,222	35,489	727,814	949,463	595,534	2,356,522
Grants	—	—	72,728	240,931	186,163	499,822
Additional units (notional dividends)	1,363	789	15,858	23,758	17,449	59,217
Performance factor adjustment	—	—	—	(146,068)	—	(146,068)
Exercised	(15,943)	(30,070)	(287,979)	(287,055)	(151,890)	(772,937)
Forfeited	—	—	—	(84,794)	(75,492)	(160,286)
Outstanding, end of year	33,642	6,208	528,421	696,235	571,764	1,836,270
Vested, beginning of year	48,222	35,489	727,814	326,450	—	1,137,975
Vested	1,363	789	88,586	290,591	151,890	533,219
Exercised	(15,943)	(30,070)	(287,979)	(287,055)	(151,890)	(772,937)
Forfeited	—	—	—	(39,395)	—	(39,395)
Vested, end of year	33,642	6,208	528,421	290,591	—	858,862
Liability						
(\$ millions)						
Balance, beginning of year	2	1	28	21	11	63
Expensed	—	—	4	9	8	21
Exercised	(1)	(1)	(11)	(11)	(7)	(31)
Forfeited	—	—	—	(3)	(1)	(4)
Balance, end of year	1	—	21	16	11	49

The per unit fair value of the DSUs, ROIC and PSG PSUs, and RSUs outstanding at December 31, 2025 was \$74.37 (2024: \$38.09). The average per unit fair value of TSR PSUs outstanding at December 31, 2025, was \$75.60 (2024: \$40.79).

The impact of the share-based payment plans on the Company's consolidated statement of net income was as follows:

Years ended December 31	2025	2024
(\$ millions)		
Compensation expense arising from equity-settled share-based payments	2	2
Compensation expense arising from cash-settled share-based payments	61	17
Total share-based payment expense	63	19

The total intrinsic value of vested and outstanding share-based payments was \$40 million (2024: \$31 million).

13. INVENTORY

Accounting Policy

Inventory is made up of assets held for sale in the ordinary course of business, in the process of production for sale, or in the form of materials or supplies to be consumed in the production process or in the rendering of services. Inventory is stated at the lower of cost and net realizable value. Cost is determined on a specific item basis for on-hand equipment and internal service work in progress, and on a weighted average cost basis for parts and supplies. The cost of inventory includes all costs of purchase, conversion costs, other costs incurred in bringing inventory to their existing location and condition, and an appropriate share of overhead costs based on normal operating capacity.

Areas of Estimation Uncertainty

The Company makes estimates of the provision required to reflect net realizable value of slow-moving and obsolete inventory. These estimates are determined on the basis of age, redundancy, and stock levels. For equipment inventory, estimates are determined on a specific item basis. Management reviews equipment values with equipment specialists taking into account current market demand, market supply of equipment, market prices, and the age and condition of equipment. Management reviews parts inventory estimates based on market demand, parts turns, discontinued items, ability to return to the vendor, and surplus/excess items.

December 31		
(\$ millions)	2025	2024
On-hand equipment	1,214	1,000
Parts and supplies	1,231	1,127
Internal service work in progress	507	519
Total inventory	2,952	2,646

For the year ended December 31, 2025, on-hand equipment, parts, supplies, and internal service work in progress from continuing operations recognized as an expense in cost of sales amounted to \$7.2 billion (2024: \$6.7 billion). For the year ended December 31, 2025, the write-down of inventory to net realizable value, included in cost of sales, was \$29 million (2024: \$37 million).

14. INCOME TAXES

Accounting Policy

The balance sheet liability method of tax allocation is used in accounting for income taxes. Under this method, the carry forward of unused tax losses and unused tax credits and the temporary differences arising from the difference between the tax basis of an asset and a liability and its carrying amount on the consolidated statement of financial position are used to calculate deferred tax assets or liabilities. Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the carry forward of unused tax losses, unused tax credits, and the deductible temporary differences can be utilized. Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets or liabilities are calculated using tax rates anticipated to be in effect in the periods that the asset is expected to be realized or the liability is expected to be settled based on the laws that have been enacted or substantively enacted by the reporting date. The effect of a change in income tax rates on deferred tax assets and liabilities is recognized in income and/or equity in the period that the change becomes enacted or substantively enacted.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from:

- initial recognition of goodwill;
- initial recognition of assets and liabilities in a transaction (other than in a business combination) that affects neither taxable profit nor the accounting profit; or,
- transactions that give rise to equal and offsetting temporary differences.

The Company has applied the exception from the accounting requirements for deferred taxes in relation to Pillar Two Global Minimum Tax legislation. Accordingly, the Company neither recognizes nor discloses information about deferred tax assets and liabilities related to Pillar Two Global Minimum Taxes.

Current tax expense is based on the results for the year as adjusted for items which are non-assessable or disallowed using tax rates enacted or substantively enacted by the consolidated statement of financial position date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

Current and deferred tax are recognized in net income, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination. The deferred tax impact of foreign exchange gains or losses arising on the translation of foreign-denominated non-monetary assets and non-monetary liabilities is recorded in provision for income taxes in the consolidated statement of net income.

Areas of Estimation Uncertainty

Estimations of tax assets or liabilities require assessments to be made based on the potential tax treatment of certain items that will only be resolved once finally agreed with the relevant tax authorities.

Assumptions underlying the composition of deferred tax assets and liabilities include estimates of future results of operations and the timing of reversal of temporary differences as well as the substantively enacted tax rates and laws in each jurisdiction where the Company operates at the time of the expected reversal. The composition of deferred tax assets and liabilities changes from period to period due to the uncertainties surrounding these assumptions and changes in tax rates or regimes which could have a material effect on expected results.

Income tax laws and regulations can be complex and are potentially subject to a different interpretation between the Company and the respective tax authority. Due to the number of variables associated with the differing tax laws and regulations across the multiple jurisdictions where the Company operates, the precision and reliability of the resulting estimates are subject to uncertainties and may change as additional information becomes known. Net income in subsequent periods may be impacted by the amount that estimates differ from the final tax return or from any subsequent re-assessment.

Provision for income taxes

The Company recognized the following provisions for income taxes:

Year ended December 31, 2025 (\$ millions)	Canada	International	Total
Current	78	137	215
Adjustment for prior periods recognized in the current year	(5)	—	(5)
Total current tax expense	73	137	210
Deferred			
Origination and reversal of timing differences	(8)	(31)	(39)
Adjustment for prior periods recognized in the current year	4	—	4
Total deferred tax expense	(4)	(31)	(35)
Provision for income taxes	69	106	175

Year ended December 31, 2024 (Restated - Note 3) (\$ millions)	Canada	International	Total
Current	70	115	185
Adjustment for prior periods recognized in the current year	(4)	(6)	(10)
Total current tax expense	66	109	175
Deferred			
Origination and reversal of timing differences	(6)	(25)	(31)
Recognition of deferred tax assets	—	(6)	(6)
Adjustment for prior periods recognized in the current year	4	8	12
Total deferred tax expense	(2)	(23)	(25)
Provision for income taxes	64	86	150

The provision for income taxes differs from the amount that would have resulted from applying the Canadian statutory income tax rates to income before income taxes as follows:

Years ended December 31 (\$ millions)	2025		2024 (Restated - Note 3)	
Combined Canadian federal and provincial income taxes at the statutory tax rate	170	24.3 %	154	24.4 %
(Decrease) increase resulting from:				
Differences in tax rates in foreign jurisdictions	(14)	(2.0)%	(10)	(1.6)%
Dividend withholding taxes	25	3.6 %	16	2.5 %
Pillar Two Global Minimum Tax	7	1.0 %	5	0.8 %
Non-taxable/non-deductible foreign exchange in Argentina	7	1.0 %	2	0.3 %
Adjustment on temporary differences recognized in Argentina	(9)	(1.3)%	—	—
Inflationary adjustment	(7)	(1.0)%	(1)	(0.2)%
Other	(4)	(0.6)%	—	—
Recognition of deferred tax assets	—	—	(6)	(0.9)%
Adjustment on losses utilized in Argentina	—	—	(10)	(1.6)%
Provision for income taxes	175	25.0 %	150	\$ 23.7 %

Pillar Two Global Minimum Tax

The Company is within scope of the Pillar Two Global Minimum Tax rules published by the Organization for Economic Co-operation and Development, and it has applied the IAS 12, *Income Taxes* exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

In June 2024, the Global Minimum Tax Act was enacted in Canada, the jurisdiction where Finning's ultimate parent resides, effective January 1, 2024. Applying Global Minimum Tax to the Company for the year ended December 31, 2025, resulted in a current tax expense of \$7 million (2024: \$5 million).

Deferred Tax Asset and Liability

Temporary differences and tax loss carry-forwards that gave rise to deferred tax assets and liabilities were as follows:

December 31 (\$ millions)	2025	2024
Accounting provisions not currently deductible for tax purposes	83	89
Employee benefits	14	13
Share-based payments	12	9
Loss carry-forwards	1	8
Deferred tax assets	110	119
Property, plant and equipment, rental equipment, right-of-use assets, and intangible assets	(105)	(150)
Distribution network	(16)	(16)
Other	(3)	(7)
Deferred tax liabilities	(124)	(173)
Net deferred tax liability	(14)	(54)

Deferred taxes were not recognized on retained profits of approximately \$1.6 billion (2024: \$1.8 billion) of foreign subsidiaries, as it is the Company's intention to invest these profits to maintain and expand the business of the relevant companies.

The Company recognized the benefit of \$5 million tax loss carry-forwards available to reduce future taxable income, all of which do not expire.

December 31 (\$ millions)	2025	2024
Canada	—	22
International	5	9

At December 31, 2025, the Company had unrecognized capital and non-capital loss carry-forwards of \$77 million (2024: \$119 million) to reduce future taxable income. This amount does not expire.

The income tax relating to components of other comprehensive income was as follows:

Years ended December 31 (\$ millions)	2025	2024
Current tax expense	(4)	—
Deferred tax expense (recovery)	1	(16)
Recovery of income taxes recognized in other comprehensive income	(3)	(16)

15. OTHER ASSETS

December 31		
(\$ millions)	2025	2024
Supplier claims receivable	164	144
Equipment deposits	69	152
Employee advances	58	15
Prepaid expenses	51	46
Finance assets	28	68
Commodity taxes receivable	18	27
Income tax recoverable	14	38
Other	36	41
Total other assets – current	438	531
<hr/>		
December 31		
(\$ millions)	2025	2024
Deferred tax assets	97	84
Deferred consideration	45	—
Prepaid expenses	38	33
Net post-employment asset (Note 22)	33	27
Other	28	24
Total other assets – non-current	241	168

16. PROPERTY, PLANT, AND EQUIPMENT AND RENTAL EQUIPMENT

Accounting Policy

Property, plant, and equipment (PP&E) and rental equipment are recorded at cost, net of accumulated depreciation and any impairment losses. Depreciation of PP&E is recorded in selling, general, and administrative expenses for all assets except standby equipment, which is recorded in cost of sales in the consolidated statement of net income. Depreciation of rental equipment is recorded in cost of sales in the consolidated statement of net income.

Rental equipment comprises rental fleet as well as rental equipment with purchase options (equipment under rental agreements with customers which include an option to purchase the equipment at the end of the rental term). Rental equipment includes units transferred from inventory and excludes units transferred to inventory when the rental equipment becomes available for sale.

Depreciation commences when the asset becomes available for use and ceases when the asset is derecognized or classified as held for sale. Where significant components of an asset have different useful lives, depreciation is calculated on each separate component.

All classes of PP&E and rental equipment are depreciated over their estimated useful lives to their estimated residual value on a straight-line basis using the following:

Buildings	10 - 50 years
Vehicles and equipment	3 - 20 years
Rental equipment	2 - 8 years

PP&E and rental equipment are reviewed for indicators of impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. Where an impairment loss is recognized for an item of PP&E and rental equipment, the asset is reviewed for possible reversal of the impairment at the end of each subsequent reporting period.

Areas of Estimation Uncertainty

Depreciation expense is dependent on the estimated useful life determined for each type of asset. Actual lives and residual values of assets may vary depending on a number of factors including technological innovation, product life cycles, physical condition, market/recoverable value, prospective use, and maintenance programs.

December 31, 2025				Vehicles and	Total	Rental
(\$ millions)	Land	Buildings	Equipment	PP&E	Equipment	
Cost						
Balance, beginning of year	87	1,165	1,005	2,257		783
Additions of owned assets	—	47	100	147		230
Additions of right-of-use assets	—	10	219	229		—
Remeasurement of right-of-use assets	—	11	2	13		—
Transfers from inventory	—	—	17	17		235
Transfers to inventory	—	—	(9)	(9)		(320)
Disposals	—	(17)	(206)	(223)		(7)
Disposals through sales of businesses	—	(18)	(156)	(174)		—
Foreign exchange rate changes	(2)	(13)	(17)	(32)		(4)
Balance, end of year	85	1,185	955	2,225		917
Accumulated depreciation and impairment losses						
Balance, beginning of year	(7)	(580)	(585)	(1,172)		(295)
Depreciation of owned assets	—	(32)	(54)	(86)		(139)
Depreciation of right-of-use assets	—	(30)	(55)	(85)		(2)
Transfers to inventory	—	—	3	3		112
Disposals	—	16	102	118		7
Disposals through sales of businesses	—	8	67	75		—
Impairment loss	—	(1)	(10)	(11)		—
Foreign exchange rate changes	—	8	10	18		1
Balance, end of year	(7)	(611)	(522)	(1,140)		(316)
Net book value						
Balance, beginning of year	80	585	420	1,085		488
Balance, end of year	78	574	433	1,085		601
December 31, 2024						
(\$ millions)	Land	Buildings	Vehicles and equipment	Total PP&E		Rental equipment
Cost						
Balance, beginning of year	83	1,093	901	2,077		925
Additions of owned assets	—	35	78	113		210
Additions of right-of-use assets	—	17	82	99		1
Remeasurement of right-of-use assets	—	17	2	19		(14)
Transfers from inventory	—	—	26	26		100
Transfers to inventory	—	—	(6)	(6)		(451)
Reclassification to other assets	—	(5)	—	(5)		—
Disposals	—	(21)	(114)	(135)		(9)
Foreign exchange rate changes	4	29	36	69		21
Balance, end of year	87	1,165	1,005	2,257		783
Accumulated depreciation and impairment losses						
Balance, beginning of year	(7)	(525)	(569)	(1,101)		(317)
Depreciation of owned assets	—	(32)	(57)	(89)		(126)
Depreciation of right-of-use assets	—	(31)	(50)	(81)		(5)
Transfers to inventory	—	—	2	2		153
Reclassification to other assets	—	5	—	5		—
Disposals	—	20	111	131		8
Foreign exchange rate changes	—	(17)	(22)	(39)		(8)
Balance, end of year	(7)	(580)	(585)	(1,172)		(295)
Net book value						
Balance, beginning of year	76	568	332	976		608
Balance, end of year	80	585	420	1,085		488

17. LEASES

At the inception of a contract, the Company assesses whether the contract is or contains a lease.

The Company as Lessee

At the commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low-value assets.

The ROU asset at inception includes the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, and any initial direct costs and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located, or restoring the underlying asset to the condition required by the terms and conditions of the lease. The ROU asset is subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation of ROU assets is recorded in selling, general, and administrative expenses for all assets except leases of rental equipment, where depreciation is recorded in cost of sales in the consolidated statement of net income. Depreciation is recorded on a straight-line basis over the shorter of the term of the lease or the estimated useful life of the underlying asset, commencing when the asset becomes available for use.

ROU assets are reviewed for indicators of impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. Where an impairment loss is recognized for a ROU asset, the asset is reviewed for possible reversal of the impairment at the end of each subsequent reporting period.

The lease liability is initially measured at the present value of the remaining lease payments that have not been paid at the commencement date, discounted by using the Company's incremental borrowing rate unless the rate implicit in the lease is readily determinable.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest rate method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related ROU asset) whenever:

- The lease term changes or there is a change in the assessment of the likelihood of the purchase option being exercised, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate,
- The lease payments change due to a change in an index, rate, or expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate; or,
- The lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The ROU asset is presented within PP&E and rental equipment and the lease liability is presented within other liabilities (current) and long-term lease liabilities (non-current) on the consolidated statement of financial position.

Interest expense on lease liabilities is recognized in finance costs in the consolidated statement of net income.

Short-term leases and leases of low-value assets

The Company has elected to not recognize ROU assets and lease liabilities for leases that have a term of twelve months or less and leases of low-value assets. The Company recognizes these lease payments as an expense on a straight-line basis over the lease term.

Areas of Significant Judgment

The Company is required to make judgments in determining the lease term. Management considers all facts and circumstances, including economic incentives to exercise an extension option and its asset management strategy. Extension options are only included in the lease term if the lease is reasonably certain to be extended. Most of the Company's extension options relate to leases of properties in the Company's Canadian operations and are evaluated based on management's long-term facility strategy.

The Company as Lessor

Revenue from equipment rentals and operating leases is presented as equipment rental revenue and in accordance with the terms of the relevant agreement with the customer, either recognized evenly over the term of that agreement or on a usage basis such as the number of hours that the equipment is used.

ROU asset additions and depreciation have been included in PP&E and rental equipment (Note 16). The net book value of ROU assets was as follows:

December 31 (\$ millions)	Land	Buildings	Vehicles and equipment	Total PP&E	Rental equipment
2025	8	119	254	381	5
2024	8	137	164	309	7

18. INTANGIBLE ASSETS

Accounting Policy

Intangible assets are recorded at cost or acquisition-date fair value (if acquired through a business acquisition), net of any accumulated amortization and any impairment losses.

Intangible assets with finite lives are amortized on a straight-line basis over the period during which they are expected to generate benefits. Amortization is recorded in selling, general, and administrative expenses in the consolidated statement of net income using the following estimated useful lives:

Contracts and Customer relationships	2 – 10 years
Software and Technology	2 – 7 years
Tradename	20 years

Intangible assets with indefinite lives are not amortized. The distribution network, presented separately on the statement of financial position, is estimated to have an indefinite life because it is expected to generate cash flows indefinitely. Refer to Note 19 for the Company's policy on impairment reviews.

Borrowing costs are capitalized during the development of qualifying intangible assets. As the Company manages the financing of all operations centrally, the development of qualifying assets is financed through general borrowings and therefore, a weighted average borrowing rate is used in calculating interest to be capitalized.

Intangible assets are reviewed for indicators of impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. Where an impairment loss is recognized for an intangible asset, the asset is reviewed for possible reversal of the impairment at the end of each subsequent reporting period.

Areas of Estimation Uncertainty

Amortization expense is dependent on the estimated useful life determined for each type of asset. Actual lives may vary depending on a number of factors including technological innovation and prospective use.

December 31, 2025 (\$ millions)	Contracts and customer relationships	Software and technology	Tradename	Total
Cost				
Balance, beginning of year	434	423	34	891
Additions	37	9	—	46
Derecognized	—	(65)	—	(65)
Derecognized through sales of businesses	(122)	(10)	(25)	(157)
Foreign exchange rate changes	(12)	(6)	—	(18)
Balance, end of year	337	351	9	697
Accumulated amortization				
Balance, beginning of year	(321)	(317)	(8)	(646)
Amortization for the year	(35)	(39)	(1)	(75)
Derecognized	—	40	—	40
Derecognized through sales of businesses	76	9	12	97
Impairment	(1)	(1)	(5)	(7)
Foreign exchange rate changes	10	6	—	16
Balance, end of year	(271)	(302)	(2)	(575)
Net book value				
Balance, beginning of year	113	106	26	245
Balance, end of year	66	49	7	122

December 31, 2024 (\$ millions)	Contracts and customer relationships	Software and technology	Tradename	Total
Cost				
Balance, beginning of year	410	410	33	853
Additions	—	15	—	15
Additions through business combinations	1	—	—	1
Derecognized	—	(14)	—	(14)
Foreign exchange rate changes	23	12	1	36
Balance, end of year	434	423	34	891
Accumulated amortization				
Balance, beginning of year	(266)	(272)	(6)	(544)
Amortization for the year	(37)	(48)	(2)	(87)
Derecognized	—	13	—	13
Foreign exchange rate changes	(18)	(10)	—	(28)
Balance, end of year	(321)	(317)	(8)	(646)
Net book value				
Balance, beginning of year	144	138	27	309
Balance, end of year	113	106	26	245

19. IMPAIRMENT

Accounting Policy

Goodwill and intangible assets with indefinite lives (e.g. distribution network) are subject to an assessment for impairment at least annually and when events or changes in circumstances indicate that their value may not be fully recoverable, in which case the assessment is done at that time. Assets which do not have separate identifiable cash inflows are allocated to cash-generating units (CGUs). CGUs are subject to impairment reviews whenever there is an indicator that they may be impaired. At least quarterly, CGUs are reviewed for indicators of impairment. For the purposes of impairment testing, goodwill is allocated to each of the Company's CGUs or group of CGUs expected to benefit from the acquisition. The level at which goodwill is allocated represents the lowest level at which goodwill is monitored for management purposes and is not higher than an operating segment. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. If the recoverable amount of the CGU is less than the carrying amount, then the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit, unless the impairment loss would reduce the carrying amount of an individual asset below the highest of its fair value less costs of disposal, its value-in-use, or zero. Any impairment is recognized immediately in the consolidated statement of net income.

Impairment losses on goodwill are never reversed but impairment losses on intangible assets with indefinite lives may be reversed. If there is any indication that the circumstances leading to the impairment loss of an intangible asset with an indefinite life no longer exist or may have changed, management estimates the recoverable value of the CGU. Indicators of a recovery may include sustainable improvement of the economic performance of the CGU and a positive trend in the forecast or budgeted results of the CGU. If the recoverable amount exceeds the carrying amount, then a previously recognized impairment loss is considered to have been reversed (either fully or in part). Any reversal of an impairment loss is recognized immediately in the consolidated statement of net income.

Areas of Significant Judgment

Judgment is used to identify the CGUs to which intangible assets should be allocated and the CGU or group of CGUs at which goodwill is monitored for management purposes.

Areas of Estimation Uncertainty

The recoverable value of CGUs or group of CGUs requires the use of estimates related to the future operating results, cash generating ability of the assets, discount rates, and growth rates.

Overview of annual impairment tests

The annual impairment tests were completed to support April 1, 2025, net asset values. Management's methodology for impairment testing utilizes cash flows from financial budgets to estimate recoverable value.

Recoverable value

The recoverable value of each CGU or group of CGUs was estimated based on a value-in-use calculation. The value-in-use calculation used cash flow projections based on financial budgets which included the following key assumptions: future cash flows and growth projections, associated economic risk assumptions, and estimates of achieving key operating metrics and drivers.

The cash flow projection key assumptions were based on the Company's financial budgets which are discounted using after-tax weighted average cost of capital (WACC) rates. For the purposes of the annual impairment test, the cash flows subsequent to the projection period were extrapolated using growth rates based on estimated long-term real gross domestic product and inflation (where appropriate) in the markets in which the Company operates.

Carrying amount, CGU allocation and key assumptions

The carrying value of goodwill and distribution network at December 31, and the significant assumptions used in the Company's value-in-use calculations in the annual impairment tests for each CGU or group of CGUs, were as follows:

(\$ millions, except rates)	2025				2024			
	Goodwill	Distribution network	After-tax WACC rate	Growth rate	Goodwill	Distribution network	After-tax WACC rate	Growth rate
Canada	82	—	10%	2%	212	—	9%	2%
Canada Mining	—	98	10%	2%	—	98	9%	2%
Chile	4	—	10%	3%	5	—	10%	3%
UK & Ireland	125	2	10%	2%	122	2	10%	2%

Sensitivities to key assumptions

Sensitivity testing is conducted as part of the annual impairment tests, including stress testing the WACC rate with all other assumptions being held constant. Management believes that any reasonable change in the key assumptions used to determine the recoverable amount would not cause the carrying amount of any CGU or group of CGUs to exceed its recoverable amount. Management believes its assumptions are reasonable. If future events were to differ significantly from management's best estimate, key assumptions and associated cash flows could be materially adversely affected and the Company could potentially experience future impairment charges in respect of the intangible assets with indefinite lives and goodwill.

Review for indicators of impairment

The Company's CGUs, as of December 31, 2025, were reviewed for indicators of impairment. Management reviewed recent cash flow projections and macro-economic conditions (including key assumptions used in WACC rates). Based on this review, management concluded there were no indicators of impairment of the Company's CGUs.

Conclusion

There were no impairment losses recognized in 2025 or 2024 related to the Company's goodwill or distribution network. There were no impairment reversals in 2025 or 2024 related to the distribution network in the Company's South American operations.

20. OTHER LIABILITIES

December 31 (\$ millions)	2025	2024
Lease liabilities	88	78
Provisions (Note 21)	63	75
Commodity taxes payable	54	58
Income tax payable	51	61
Share-based payments	49	37
Other	10	11
Total other liabilities – current	315	320
December 31 (\$ millions)	2025	2024
Net post-employment obligation (Note 22)	89	79
Deferred revenue (Note 5)	48	43
Share-based payments	23	12
Other	12	15
Total other liabilities – non-current	172	149

21. PROVISIONS

Accounting Policy

Warranty claims

Provisions are made for estimated warranty claims in respect of certain equipment, parts, and service supplied to customers which are still under standard warranty at the end of the reporting period. These claims are expected to be settled in the next financial year.

Other

Other provisions are estimated for tax, legal, environmental or rehabilitation costs, and expected repurchase guarantees. Other provisions are recorded when the likelihood of payment or loss is probable and can be reliably measured, with a corresponding expense in the consolidated statement of net income.

Areas of Estimation Uncertainty

Management estimates the warranty provision based on claims notified and past experience. Factors that could impact the estimated claim include the quality of the equipment, parts, and labour costs.

Year ended December 31, 2025 (\$ millions)	Warranty claims	Other	Total
Balance, beginning of year	54	25	79
New provisions	48	10	58
Charges against provisions	(46)	(23)	(69)
Foreign exchange rate changes	(1)	—	(1)
Balance, end of year	55	12	67
Current	55	8	63
Non-current	—	4	4

Year ended December 31, 2024 (\$ millions)	Warranty claims	Other	Total
Balance, beginning of year	47	22	69
New provisions	43	12	55
Charges against provisions	(39)	(11)	(50)
Foreign exchange rate changes	3	2	5
Balance, end of year	54	25	79
Current	54	21	75
Non-current	—	4	4

22. POST-EMPLOYMENT BENEFITS

Accounting Policy

Pension Plans

Defined Benefit (DB) Plans:

The cost of pensions and other retirement benefits is determined by independent actuaries using the projected unit credit method. Plan assets are measured at fair value. Where plan assets include qualifying insurance policies that exactly match the amount and timing of some or all of the benefits payable under the plan (e.g. annuity contracts), the fair value of those insurance policies is deemed to be the present value of the related obligations.

Current service costs, past service costs, and administration costs (net of employee contributions) are recognized in selling, general, and administrative expenses and net interest costs are recognized in finance costs in the consolidated statement of net income. Net interest cost is calculated by applying the discount rate at the beginning of the period to the net DB liability or asset and takes into account changes in the net DB liability or asset during the period resulting from contributions or benefit payments.

Actuarial gains and losses arising from experience and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they occur.

The amount recognized in the consolidated statement of financial position represents the present value of the DB obligation reduced by the fair value of plan assets. The present value of the DB obligation is estimated by discounting the estimated future cash outflows using high-quality corporate bond yields denominated in the same currency of the benefits to be paid.

Defined Contribution (DC) Plans:

The cost of pension benefits includes the current service cost, which comprises the actual contributions made and accrued by the Company during the year. These contributions are based on a fixed percentage of member earnings for the year and are expensed as incurred in the consolidated statement of net income.

Other Post-Employment Benefits (PEB)

The Company's PEB in South America and registered DC plan for executive employees (ESAP) in Canada are accounted for as unfunded DB plans. The cost of the PEB is determined by independent actuaries using the projected unit credit method.

Current service costs are recognized in selling, general, and administrative expenses and interest costs are recognized in finance costs in the consolidated statement of net income. Interest costs are calculated by applying the discount rate at the beginning of the period to the post-employment benefit liability and takes into account changes in the other post-employment benefit liability during the period resulting from contributions or benefit payments.

Actuarial gains and losses arising from experience and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they occur.

The amount recognized in the consolidated statement of financial position represents the present value of the post-employment benefit obligation. The present value of the DB obligation is estimated by discounting the estimated future cash outflows using high-quality corporate bond yields denominated in the same currency of the benefits to be paid.

Areas of Estimation Uncertainty

Actuarial valuations of the Company's DB and Other PEB plans are based on assumptions such as mortality rates, inflation (which is particularly relevant in the UK), estimates of future salary increases, employee turnover, and the high-quality corporate bond yield (which is used to discount the estimated future cash flows). These assumptions impact the measurement of the net DB obligation, net benefit cost, actuarial gains and losses, and funding levels in Canada and the UK.

The Company offers a number of benefit plans to many of its employees in Canada, the UK, the Republic of Ireland, and South America. These plans include DB and DC pension plans in Canada, the UK and Ireland, and include Other PEB in South America.

Pension Plans

The DB plans include both registered and non-registered pension plans that provide a pension based on the members' final average earnings and years of service while participating in the pension plan.

- In the Company's Canadian operations, DB plans exist for eligible employees but are closed to new members. Final average earnings are based on the highest 3 or 5-year average salary depending on employment category and there is no standard indexation feature. Pension benefits under the registered DB plan's formula that exceed the maximum taxation limits are provided from non-registered supplemental pension plans. Benefits under these plans are partially funded by Retirement Compensation Arrangements.
- In the Company's UK operations, a DB plan exists for eligible employees, but is closed to new members and was amended to cease future accruals. Final average earnings are based on the highest 3-year period and benefits are indexed annually with inflation subject to limits.

The DC plans are pension plans under which the Company pays fixed contributions, as a percentage of plan member earnings, into the plans.

- In the Company's Canadian operations, the DC plans are registered pension plans that offer a base Company contribution rate for all members. The Company will also partially match non-executive employee contributions to a maximum additional Company contribution of 1% of employee earnings. The ESAP is supplemented by an unfunded supplementary accumulation plan. Where contributions under the registered plan would otherwise exceed the maximum taxation limit, the excess contributions are provided through this supplemental plan.
- In the Company's UK operations, the DC plans offer a match of employee contributions, within a required range, plus 1%. The Company's Irish subsidiary has a DC plan, which offers a match of employee contributions at a level set by the Company.

Other PEB

The Company's South American employees do not participate in employer pension plans but are covered by country specific government pension arrangements.

Employment terms at some of the Company's South American operations provide for a payment when an employment contract comes to an end under certain conditions, which can be considered a post-employment benefit. The benefit is typically at the rate of one month of final salary for each year of service (subject in most cases to a cap as to the number of qualifying years of service and a cap on the salary rate). The Company's South American post-employment benefits are not funded.

The total benefit cost and actuarial loss for the Company's post-employment benefit plans were as follows:

Years ended December 31 (\$ millions)	2025			2024		
	DB and Other PEB plans	DC plans	Total	DB and Other PEB plans	DC plans	Total
Selling, general, and administrative expenses	18	59	77	18	56	74
Net interest expense (income)	3	—	3	(1)	—	(1)
Total benefit cost recognized in net income	21	59	80	17	56	73
Total actuarial (gain) loss recognized in other comprehensive income	(12)	—	(12)	74	—	74

Other financial information about the Company's DB plans and Other PEB plans was as follows:

Years ended December 31 (\$ millions)	2025				2024			
	Canada	UK	South America	Total	Canada	UK	South America	Total
Accrued benefit obligation								
Balance, beginning of year	(172)	(368)	(79)	(619)	(171)	(396)	(80)	(647)
Current service cost	(4)	—	(12)	(16)	(4)	—	(11)	(15)
Interest expense	(8)	(20)	(5)	(33)	(8)	(18)	(4)	(30)
Benefits paid	9	24	3	36	8	26	3	37
Remeasurements:								
- Actuarial gain from change in demographic assumptions	—	1	11	12	—	8	—	8
- Actuarial gain (loss) from change in financial assumptions	5	10	(4)	11	1	38	5	44
- Experience (loss) gain	—	(14)	—	(14)	2	1	4	7
Foreign exchange rate changes	—	(8)	(3)	(11)	—	(27)	4	(23)
Balance, end of year	(170)	(375)	(89)	(634)	(172)	(368)	(79)	(619)
Plan assets								
Balance, beginning of year	172	395	—	567	162	505	—	667
Return on plan assets:								
- Interest income	8	22	—	30	8	23	—	31
- Actuarial gain (loss) on plan assets ⁽¹⁾	—	3	—	3	6	(139)	—	(133)
Employer contributions	4	—	3	7	4	1	3	8
Benefits paid	(9)	(24)	(3)	(36)	(8)	(26)	(3)	(37)
Administration costs	—	(2)	—	(2)	—	(3)	—	(3)
Foreign exchange rate changes	—	9	—	9	—	34	—	34
Balance, end of year	175	403	—	578	172	395	—	567
Net post-employment asset (obligation)	5	28	(89)	(56)	—	27	(79)	(52)

⁽¹⁾ In December 2024, the UK DB plan invested the majority of its assets in an annuity contract (totaling \$442 million) in order to mitigate exposures to longevity, investment, interest rate and inflation risk. The change in investments resulted in an actuarial loss on plan assets of approximately \$80 million that was recorded in other comprehensive income. There is no change to the Company's responsibility and commitment to the UK DB pension plan members.

Included in the accrued benefit obligation and plan assets were the following amounts in respect of plans that were not fully funded:

Years ended December 31 (\$ millions)	2025				2024			
	Canada	UK	South America	Total	Canada	UK	South America	Total
Accrued benefit obligation	(46)	—	(89)	(135)	(49)	—	(79)	(128)
Plan assets	32	—	—	32	32	—	—	32
Funded status - plan deficit	(14)	—	(89)	(103)	(17)	—	(79)	(96)

Key Assumptions and Related Sensitivities

The significant actuarial assumptions used in the valuations of the Company's DB plans in Canada and UK and Other PEB plans in South America included:

Years ended December 31	2025			2024		
	Canada	UK	South America	Canada	UK	South America
Discount rate – obligation	4.9%	5.5%	5.4%	4.7%	5.5%	6.0%
Discount rate – expense ⁽¹⁾	4.7%	5.5%	6.0%	4.6%	4.5%	5.3%
Retail price inflation – obligation	n/m ⁽²⁾	2.8%	n/a ⁽²⁾	n/m ⁽²⁾	3.1%	n/a ⁽²⁾
Retail price inflation – expense ⁽¹⁾	n/m ⁽²⁾	3.1%	n/a ⁽²⁾	n/m ⁽²⁾	2.8%	n/a ⁽²⁾
Average staff turnover – obligation	n/m ⁽²⁾	n/m ⁽²⁾	9.2%	n/m ⁽²⁾	n/m ⁽²⁾	7.9%
Rate of compensation increase – obligation	n/m ⁽²⁾	n/a ⁽²⁾	6.6%	n/m ⁽²⁾	n/a ⁽²⁾	6.6%

(1) Used to determine the net interest cost and expense for the years ended December 31, 2025, and 2024.

(2) n/m – not a material assumption used in the valuation.

n/a – not applicable.

Assumptions regarding future mortality are required for the DB plans and were set based on management's best estimate in accordance with published statistics and experience in each country. Assumptions for future mortality are not applicable to the Other PEB plans in South America. Assumptions for future mortality for Canada and the UK translate into an average life expectancy (in years) as follows:

December 31	2025		2024	
	Canada	UK	Canada	UK
Life expectancy for male currently aged 65	22	22	22	21
Life expectancy for female currently aged 65	25	23	25	23
Life expectancy at 65 for male currently aged 45	23	23	23	22
Life expectancy at 65 for female currently aged 45	25	25	25	25

The post-employment benefit obligation and expense are sensitive to changes in the significant actuarial assumptions. At the end of the most recent calendar year, the weighted average duration of the obligation in Canada is 12 years, UK is 11 years, and South America is 6 years. A change in significant actuarial assumptions would impact the accrued benefit obligations by the amounts shown below.

(\$ millions)	Change in assumption	(Decrease) increase in accrued benefit obligation		
		Canada	UK	South America
Discount rate	+0.25%	(5)	(10)	(2)
Retail price inflation	+0.25%	n/m ⁽³⁾	7	n/m ⁽³⁾
Average staff turnover	+0.25%	n/m ⁽³⁾	n/m ⁽³⁾	(2)
Rate of compensation increase	+0.25%	n/m ⁽³⁾	n/a ⁽³⁾	2

(3) n/m – not a material assumption used in the valuation.

n/a – not applicable.

A 0.25% decrease in the discount rate, retail price inflation, rate of compensation increase, and average staff turnover would have an approximately equivalent but opposite effect on the accrued benefit obligation in the amounts shown above.

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, as changes in some of the assumptions may be correlated. When calculating the sensitivity of the accrued benefit obligation to significant actuarial assumptions, the same method (i.e. present value of the accrued benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the accrued benefit obligation recognized within the consolidated statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Funding and Valuations of DB Plans

In Canada, the Company governs and administers the DB plans. An actuarial valuation of the Canadian registered DB plan is completed at least every three years to determine minimum annual contributions prescribed by applicable legislation. The Company may make voluntary contributions to a Retirement Compensation Arrangement to partially fund benefits for the Canadian non-registered supplemental DB plans. A surplus is recognized on the consolidated statement of financial position to the extent that an economic benefit can be gained by the Company.

In the UK, a board of trustees governs and administers the DB plan. An actuarial valuation of the UK DB plan is required every three years.

Based on the most recent formal valuations completed, the Company expects to contribute approximately \$2 million to the DB plans during the year ended December 31, 2026. The actuarial valuation dates of the Company's material post-employment benefit plans were as follows:

Post-Employment Benefit Obligations	Last actuarial valuation date
Canada – Regular & Executive DB Plan	December 31, 2023
Canada – Regular & Executive Supplemental Income Plan	December 31, 2023
Finning UK DB Scheme	December 31, 2023
Finning South America Pension Arrangements	December 31, 2023

Plan Assets

The fair values of plan assets are determined using a combination of quoted prices and market observable inputs. Plan assets at December 31, 2025, were principally invested in the following securities (segregated by geography):

	Canada		UK	
	Canada	Global ⁽¹⁾	UK	Global ⁽¹⁾
Fixed-income ⁽²⁾	63%	—	94%	—
Equity	6%	20%	—	—
Infrastructure	—	2%	—	—
Cash and cash equivalents	9%	—	6%	—

⁽¹⁾ Global investments exclude investments in Canadian and UK securities in Canada and UK, respectively.

⁽²⁾ Fixed-income includes an investment in an annuity contract in the UK.

Plan assets do not include any direct investment in common shares of the Company at December 31, 2025, and 2024.

Key Risks

In the UK, the DB pension plan invested the majority of its assets in an annuity contract which provides cash flows that match the timing and amount of retiree benefit payments, mitigating exposures to the below risks.

Through its Canadian DB plans, the Company is exposed to a number of risks, the most significant of which are detailed below.

Investment Risk (i.e. asset volatility)

The accrued benefit obligation is calculated using a discount rate set with reference to high quality corporate bond yields; if plan assets underperform this yield, this will create a deficit.

The Canadian DB plans invests in various asset categories such as equities, fixed income, and infrastructure. These investments, in aggregate, are expected to outperform corporate bonds in the long-term but may result in volatility in the short-term.

To help mitigate this risk, in selecting the portfolios and the weightings in each category, the Company considers and monitors how the duration and the expected yield of the investments match the expected cash outflows arising from the pension obligations. A framework has been developed and adopted whereby the investments will be adjusted over time as plan funding positions change. The planned adjustments are intended to improve the asset-liability match over time.

The Canadian DB plan may invest in equity investments as the Company believes that equities offer higher returns over the long term with an acceptable level of risk considering the proportion of assets held in this category and the long-term nature of the liabilities. Investments remain well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

Discount Rate Risk (i.e. changes in bond yields)

A decrease in corporate bond yields will increase the value of the accrued benefit obligation. This risk is managed by selecting certain investments that aim to better match assets and liabilities. For example, an increase in the accrued benefit obligation resulting from a decrease in corporate bond yields will be partially offset by an increase in the fair value of the plans' bond holdings.

Inflation Risk

Pension payments are not linked to inflation in Canada, so this is not a direct risk. However, to the extent that future benefits are based on final average earnings and salaries are generally linked to inflation to some degree, an increase in inflation beyond expectations may result in higher liabilities. With a relatively small number of employees still earning benefits in the Canadian DB plan, this risk is limited.

Longevity Risk (i.e. increasing life expectancy)

The plans provide benefits for the life of the member after retirement, so increases in life expectancy will result in an increase in the plans' liabilities. Longevity risk in the Canadian plan is managed through asset management strategies. To mitigate this risk in the Canadian registered pension plan, the Company may purchase annuity contracts.

Maturity Analysis

Expected maturity analysis of undiscounted pension and Other PEB obligations of the Company's operations in Canada, UK, and South America were as follows:

December 31, 2025						
(\$ millions)	2026	2027	2028	2029	2030	Thereafter
DB plans	34	35	36	36	37	971
Other PEB benefits	9	7	7	8	8	161
Total	43	42	43	44	45	1,132

Accumulated Actuarial Gains and Losses

The accumulated actuarial loss, net of tax, of the post-employment benefit obligations in the Company's operations in Canada, UK and Ireland, and South America recognized in retained earnings is \$220 million at December 31, 2025 (2024: \$228 million).

23. SUPPLEMENTAL CASH FLOW INFORMATION

Accounting Policy

Cash and cash equivalents comprise cash on hand together with short-term investments, consisting of highly rated and liquid money market instruments with original maturities of three months or less, and are classified as and measured at amortized cost.

The components of cash and cash equivalents were as follows:

December 31 (\$ millions)	2025	2024
Cash	345	316
Cash equivalents	24	—
Cash and cash equivalents	369	316

The changes in operating assets and liabilities were as follows:

Years ended December 31 (\$ millions)	2025	2024
Accounts receivable	(40)	(170)
Unbilled receivables	4	30
Inventory	(378)	308
Other assets	73	(84)
Accounts payable and accruals	318	40
Other liabilities	(16)	(7)
Changes in operating assets and liabilities	(39)	117

The changes in liabilities arising from financing and operating activities were as follows:

Year ended December 31, 2025 (\$ millions)	Short-term debt	Long-term debt	Lease liabilities	Total
Balance, beginning of year	844	1,396	340	2,580
Cash flows provided by (used in)				
Financing activities	(284)	(1)	(86)	(371)
Operating activities	—	—	(16)	(16)
Total cash movements	(284)	(1)	(102)	(387)
Non-cash changes				
Additions	—	—	229	229
Remeasurement of liability and disposals	—	—	(2)	(2)
Interest expense	—	1	16	17
Disposals through sales of businesses	(5)	(6)	(71)	(82)
Foreign exchange rate changes	(37)	(14)	2	(49)
Total non-cash movements	(42)	(19)	174	113
Balance, end of year	518	1,376	412	2,306
Year ended December 31, 2024 (\$ millions)	Short-term debt	Long-term debt	Lease liabilities	Total
Balance, beginning of year	1,239	1,148	309	2,696
Cash flows (used in) provided by				
Financing activities	(482)	220	(89)	(351)
Operating activities	—	—	(14)	(14)
Total cash movements	(482)	220	(103)	(365)
Non-cash changes				
Additions	—	—	100	100
Remeasurement of liability and disposals	—	—	17	17
Interest expense	—	—	14	14
Foreign exchange rate changes	87	28	3	118
Total non-cash movements	87	28	134	249
Balance, end of year	844	1,396	340	2,580

Dividends of \$1.1825 (2024: \$1.075) per share were paid during the year. In February 2026, the Board approved a quarterly dividend of \$0.3025 per share payable on March 12, 2026 to shareholders of record on February 26, 2026. This dividend will be considered an eligible dividend for Canadian income tax purposes. At December 31, 2025, the Company had not recognized a liability for this dividend.

24. ECONOMIC RELATIONSHIPS

The Company distributes and services heavy equipment, engines, and related products. The Company has dealership agreements with numerous equipment manufacturers, of which the most significant are with subsidiaries of Caterpillar. Distribution and servicing of Caterpillar products account for the major portion of the Company's operations. Finning has had a relationship with Caterpillar since 1933.

25. RELATED PARTY TRANSACTIONS AND TOTAL STAFF COSTS

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

The remuneration of the Board of Directors during the year was as follows:

Years ended December 31 (\$ millions)	2025	2024
Share-based payments	17	4
Total	17	4

The remuneration of key management personnel (defined as officers of the Company and country presidents) during the year was as follows:

Years ended December 31 (\$ millions)	2025	2024
Salaries and benefits	8	10
Share-based payments	20	7
Post-employment benefits	2	1
Total	30	18

Total staff costs from continuing operations, including salaries, benefits, pension, share-based payments, termination payments, and commissions are \$1.7 billion (2024: \$1.5 billion). This amount includes staff costs associated with key management personnel noted above.

26. COMMITMENTS AND CONTINGENCIES

Due to the size, complexity, and nature of the Company's operations, various legal, customs, and tax matters are pending. It is not currently possible for management to predict the outcome of such matters due to various factors, including the preliminary nature of some claims, an incomplete factual record, and uncertainty concerning procedures and their resolution by the courts, customs, or tax authorities. However, subject to these limitations, management is of the opinion, based on legal assessments and information presently available, that, except as stated below, it is not likely that any liability would have a material effect on the Company's financial position or results of operations.

The Company's subsidiary, Finning Argentina S.A. (FASA) has received a number of claims from the Argentina Customs Authority associated with the export of agricultural animal feed product for five quarters in 2012 and 2013 and an order that could result in up to a one-year suspension of imports into Argentina by a portion of the business. FASA is appealing these claims and the order, believes they are without merit, and is confident in its position. In addition, in 2024 the Argentina government abolished the import registration requirement, which is the basis for the licence the government has purported to suspend (the suspension is currently not in force) and FASA has applied to have the suspension cancelled on this ground. Mitigation measures are also available to FASA in the unlikely event the import suspension order is not cancelled and the appeal of the potential import suspension order is not successful. These pending matters may take a number of years to resolve. Should the ultimate resolution of these matters differ from management's assessment and, in the case of the potential suspension of imports into Argentina by a portion of the business, the order not be cancelled and the mitigation measures not be effective, this could have a material negative impact on the Company's financial position.

27. GUARANTEES AND INDEMNIFICATIONS

In certain circumstances the Company enters into contracts with rights of return, at the customer's discretion, for the repurchase or trade-in of equipment sold to customers for an amount which is generally based on a discount from the estimated future fair value of that equipment. At December 31, 2025, the total estimated value of these contracts outstanding was \$82 million (2024: \$68 million) coming due at periods ranging from 2026 to 2033. The Company's experience to date has been that the estimated fair value of the equipment at the exercise date of the contract is generally greater than the repurchase price or trade-in amount, however, there can be no assurance that this experience will continue in the future. The total amount recognized as a provision against these contracts at December 31, 2025, was \$1 million (2024: \$1 million).

The Company has issued guarantees for certain equipment sold to third parties to guarantee their residual values. The guarantees would be enforceable in the event that the market value of equipment at the time of its ultimate disposal is below the residual value guarantee issued by the Company. At December 31, 2025, the maximum potential amount of future payments that the Company could be required to make under the guarantees was \$33 million (2024: \$31 million), covering various periods up to 2030. At December 31, 2025, the Company has recognized a liability of \$1 million for these guarantees (2024: \$1 million).

The Company has issued certain guarantees to Caterpillar Finance to guarantee certain borrowers' obligations. The guarantees would be enforceable in the event that the borrowers defaulted on their obligations to Caterpillar Finance, to the extent that any net proceeds from the recovery and sale of collateral securing repayment of the borrowers' obligations is insufficient to meet those obligations. At December 31, 2025, the maximum potential amount of future payments that the Company could be required to make under the guarantees, before any amounts that may possibly be recovered under recourse or collateralization provisions in the guarantees, was \$42 million (2024: \$31 million), covering various periods up to 2031. At December 31, 2025, the Company has recognized a liability of \$4 million for these guarantees (2024: \$5 million).

During the year, the Company entered into various other commercial letters of credit in the normal course of operations. The total issued and outstanding letters of credit at December 31, 2025, was \$308 million (2024: \$420 million) principally related to performance and advance payment guarantees on delivery for prepaid equipment and other operational commitments in Chile.



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Finning International Inc.
19100 94 Ave, Surrey, BC V4N 5C3
finning.com