STELLA JONES

Press Release

Stella-Jones Announces Third Quarter Results

Well-Positioned for Improved Earnings Through Infrastructure Strength and Performance Optimization Program

- **Sales of $979 million, up from $958 million in Q3 2025**
- **Operating income of $82 million, down from $135 million in Q3 2025, driven by $32 million in asset impairment and restructuring costs, mainly related to network optimization initiatives**
- **Adjusted EBITDA[(1)] of $159 million, or 16.2% margin[(1)], compared to $171 million, or 17.8% margin in Q3 2025**
- **Strong cash flow generation of $158 million in the quarter and available liquidity[(2)] of $836 million at quarter-end**
- **Launch of Performance Optimization Program, inclusive of previously disclosed network optimizations, expected to deliver up to $100 million in cost savings over the next three years combined**

Montreal, Quebec – November 4, 2026 - Stella-Jones Inc. (TSX: SJ) ("Stella-Jones" or the "Company") today announced financial results for its third quarter ended September 30, 2026.

"Our customers continue to invest in essential infrastructure, as demonstrated by the continued growth in wood utility poles volumes. Notwithstanding this demand strength, third quarter results were impacted by higher fuel costs of approximately $10 million, and product mix. Against this backdrop, we remain focused on disciplined execution and the areas within our control. Building on the network optimization actions already underway, we are introducing a Performance Optimization Program to drive further efficiencies and support margin expansion. Through this program, we expect to deliver up to $100 million in cumulative cost savings and incremental profitability over the next three years, building progressively year by year as initiatives are implemented. We are also pursuing higher-margin railway ties business, including through the renewal of key Class 1 customer contracts, and expanding our Steel Structures footprint to serve strong North American transmission demand. Together, these actions are aimed at enhancing profitability, driving sustainable growth and further positioning Stella-Jones as a provider of critical infrastructure products," said Eric Vachon, President and CEO of Stella-Jones.

"While we expect 2026 adjusted EBITDA margin to remain below our targeted range of 17.5% to 18.5%, the actions we have taken over the course of the year, together with solid demand across our infrastructure end markets, position us well to return to this range for the three-year outlook period."

Performance Optimization Program

The Company has launched a Performance Optimization Program designed to strengthen its operating platform, drive efficiencies and support margin expansion. This program brings together the Company's railway ties and wood utility poles network optimization initiatives with additional cost-saving measures aimed at further enhancing operational performance and efficiency. As previously disclosed, the railway ties and wood utility poles initiatives are targeted to generate $20 million to $27 million in annualized savings and incremental profitability.

As part of the program, the Company is pursuing additional opportunities to drive efficiencies across its network. These efforts include deploying continuous improvement practices, implementing real-time production tracking, standardized work processes, and daily operational reviews to increase equipment throughput and labor productivity, as well as the

continued application of automation and artificial intelligence in operations planning, logistics and maintenance. In the aggregate, these initiatives are targeted to generate up to $100 million in cumulative cost savings over the next three years, with benefits expected to build progressively each year as initiatives are implemented.

The Company's expectations relating to its performance optimization program, including its target to generate up to $100 million in cumulative cost savings and incremental profitability over the next three years, are based on a number of assumptions, including that the Company will be able to roll out and implement the program on the anticipated timeline and on budget and realize in full the anticipated benefits therefrom, that there will be no meaningful deterioration of the macroeconomic environment, as well as certain assumptions relating to sales volumes, product mix, pricing and customer demand over the period. Please refer to the section entitled "Caution Regarding Forward-Looking Information" of this press release.

Financial Highlights (in millions of Canadian dollars, except ratios and per share data)	**Three-month periods ended September 30,**		**Nine-month periods ended September 30,**	
	2026	**2025**	**2026**	**2025**
Sales	979	958	2,812	2,765
Gross profit[(1)]	168	188	509	562
Gross profit margin[(1)]	17.2%	19.6%	18.1%	20.3%
Operating income	82	135	274	433
Adjusted EBITDA[(1)]	159	171	462	501
Adjusted EBITDA margin[(1)]	16.2%	17.8%	16.4%	18.1%
Net income	51	88	172	287
Earnings per share ("EPS") – basic	0.93	1.59	3.15	5.17
Adjusted EPS – basic[(1)]	1.39	1.59	4.10	4.65

As at	**September 30, 2026**	**December 31, 2025**
Net debt-to-adjusted EBITDA[(1)]	2.4x	2.6x

(1) These indicated terms have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. For more information, please refer to the section entitled "Non-GAAP and Other Financial Measures" of this press release for an explanation of the non-GAAP and other financial measures used and presented by the Company and a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures.

(2) Sum of cash and cash equivalents and undrawn credit facilities net of outstanding letters of credit and certain guarantees.

Third Quarter Results

Sales for the third quarter of 2026 increased to $979 million, up from $958 million in the same period last year driven by continued volume growth in wood utility poles and a strong contribution from the acquisition of Brooks Manufacturing Co. (“Brooks”). The Brooks acquisition contributed $33 million in sales, demonstrating Stella-Jones’ disciplined execution in expanding its utility products platform. These gains were largely offset by an unfavourable wood utility pole product mix, temporary downtime related the ramp-up of the steel structures capacity expansion project in Candiac, and a pricing lag in residential lumber. In railway ties, softer Class 1 demand and a shift toward lower-priced treating services-only ("TSO") volumes, which carry lower sales but comparable per-unit profitability and higher margin percentage, were largely mitigated by strong demand from non-Class 1 customers.

Pressure-treated wood products

- **Utility products (52% of Q3-26 sales)**: Utility products sales increased by $33 million, or 7%, to $513 million in the third quarter of 2026, compared to sales of $480 million in the corresponding period last year. Sales growth was driven by the continued strong contribution from the recent acquisition in cross arms alongside solid volume performance in wood utility poles. These gains were partially offset by lower wood utility poles pricing, reflecting an unfavorable product mix shift toward lower-priced Southern Yellow Pine (“SYP”) poles, which is largely a function of customer preference and capital allocation decisions, as well as a decrease in steel structures sales. The decrease in steel structures sales reflected the temporary downtime related to the ramp-up of the capacity expansion project at the Candiac facility, which is expected to double capacity by the end of the first quarter of 2027

- **Railway ties (21% of Q3-26 sales)**: Railway ties sales were $208 million in the third quarter of 2026, compared to $211 million in the same period last year. The decrease was primarily attributable to lower volumes from Class 1 railway customers, as broader industry dynamics, including reduced capital spending and competitive market conditions, weighed on demand. In addition, the higher proportion of lower-priced TSO volumes, which represented over 10% of Class 1 volumes during the quarter, further reduced Class 1 sales, despite generating a comparable unit profitability profile. These lower Class 1 sales were largely offset by continued healthy demand and strong project activity from non-Class 1 customers.

- **Residential lumber (20% of Q3-26 sales)**: Residential lumber sales were $196 million in the third quarter of 2026, compared to $201 million in the third quarter of 2025. Sales volumes were consistent with the prior-year period, while pricing was lower. In response to the increase in the market price of lumber and fuel costs, the Company implemented price increases effective late in the third quarter of 2026.

- **Industrial products (4% of Q3-26 sales)**: Industrial products sales were $40 million in the third quarter of 2026, compared to $50 million in the third quarter of 2025, primarily due to the non-recurrence of a large crane mat order delivered in the same quarter last year.

Logs and lumber

- **Logs and lumber (3% of Q3-26 sales)**: Sales in the logs and lumber product category were $22 million in the third quarter of 2026, compared to $16 million in the corresponding period last year. As part of its procurement of logs for utility poles and lumber for its residential lumber program, the Company resells logs unsuitable for utility poles as well as excess lumber, with increased activity in both largely driving the quarter-over-quarter increase in sales.

Gross profit was $168 million, or 17.2% of sales, in the third quarter of 2026, compared to $188 million, or 19.6% in the corresponding period last year. The decrease in gross profit and gross profit margin primarily reflected a less favourable product mix shift in wood utility poles toward a greater proportion of lower-priced SYP poles, as well as higher input costs, notably a fuel cost increase of approximately $10 million, and higher market lumber costs in residential lumber, where pricing adjustments lagged the increase in costs during the quarter. These factors were partially offset by the incremental earnings contributed by the Brooks acquisition and the volume growth in wood utility poles.

Operating income for the third quarter of 2026 was $82 million, compared to $135 million in the third quarter of 2025. This decrease was primarily driven by $32 million in impairment of assets and restructuring costs, mainly as a result of actions the Company took to optimize its network and improve operational efficiencies. On an adjusted basis, operating income was $116 million versus $135 million, while adjusted EBITDA was $159 million, or 16.2% of sales, compared to $171 million, or 17.8% of sales, in the third quarter of 2025.

Net income for the third quarter of 2026 was $51 million, or $0.93 per share, versus net income of $88 million, or $1.59 per share, in the corresponding period of 2025. On an adjusted basis, net income was $76 million, or $1.39 per share, compared to $88 million, or $1.59 per share, in the third quarter of 2025.

Nine-Month Results

For the nine months ended September 30, 2026, sales totaled $2,812 million, up $47 million from $2,765 million for the same period last year. The increase was driven primarily by a $104 million contribution from the acquisitions of Brooks and Locweld Inc., and a 5% increase in wood utility pole volumes, where a less favourable product mix and softer spot market pricing partially offset the gain. These factors were further tempered by lower residential lumber sales, reduced Class 1 railway ties shipments, softer project-related activity in industrial products, and an unfavourable foreign exchange impact of $20 million.

For the first nine months of 2026, gross profit amounted to $509 million, or 18.1% of sales, compared to $562 million, or 20.3%, in the same period last year. The lower gross profit and gross profit margin primarily stemmed from input cost pressures and a contractual pass-through lag, as well as softer spot market pricing and an unfavorable product mix in wood utility poles relative to 2025. Gross profit was also impacted by the non-recurrence of a $10 million insurance recovery recorded in 2025. These headwinds were partially offset by the solid volume growth of 5% in wood utility poles and the incremental contribution from the 2025 acquisitions.

Operating income for the first nine months of the year was $274 million, versus $433 million for the same period last year, primarily reflecting $64 million in impairment of assets and restructuring costs, largely related to network optimization initiatives. On an adjusted basis, operating income was $344 million, compared to $395 million last year, while adjusted EBITDA was $462 million, representing a margin of 16.4%, compared to $501 million, or a margin of 18.1% last year.

For the first nine months of 2026, net income totaled $172 million, or $3.15 per share, compared to net income of $287 million, or $5.17 per share, in the same period last year. On an adjusted basis, net income was $224 million, or $4.10 per share, compared to $258 million, or $4.65 per share, in the first nine months of 2025.

Liquidity and Capital Resources

During the quarter ended September 30, 2026, the Company generated cash from operations of $158 million which was primarily used to fund capital expenditures, repay debt and return capital to shareholders through dividends.

As at September 30, 2026, the Company had a solid financial position with available liquidity[(2)] of $836 million and a net debt-to-adjusted EBITDA[(1)] of 2.4x.

Announcement of Normal Course Issuer Bid

On November 3, 2026, the TSX accepted the Company’s Notice of Intention to Make a NCIB to purchase for cancellation up to 1,500,000 common shares during the 12-month period from November 14, 2026 to November 13, 2027, representing approximately 2.7% of the common shares outstanding as of such date.

Quarterly Dividend

On November 3, 2026, the Board of Directors declared a quarterly dividend of $0.34 per common share payable on December 18, 2026 to shareholders of record at the close of business on December 1, 2026.

Conference Call

Stella-Jones will hold a conference call to discuss these results on November 4, 2026, at 10:00 AM Eastern Standard Time ("EST"). Interested parties can join the call by dialing 1-800 990 2777 (Conference ID 62617). A live audio webcast of the conference call will be available on the Company's website, on the Investor relations section's home page or here: https://meetings.400.lumiconnect.com/r/participant/live-meeting/400-423-513-760. This recording will be available on Wednesday, November 4, 2026 as of 1:00 PM EST until 11:59 PM EST on Wednesday, November 11, 2026.

About Stella-Jones

Stella-Jones Inc. (TSX: SJ) is a leading North American manufacturer of products focused on supporting infrastructure essential to the electrical distribution and transmission network, and the operation and maintenance of railway transportation systems. It supplies the continent's major electrical utility companies with treated wood poles and crossarms, steel lattice towers and steel transmission poles, as well as North America's Class 1, short line and commercial railroad operators with treated wood railway ties. It also supports infrastructure with industrial products, namely timbers for railway bridges, crossings and construction, marine and foundation pilings, and coal tar-based products. Additionally, the Company manufactures and distributes premium treated residential lumber and accessories to Canadian and American retailers for outdoor applications, with a significant portion of the business devoted to servicing Canadian customers through its national manufacturing and distribution network.

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Caution Regarding Forward-Looking Information

This press release contains forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). The words "may", "could", "should", "would", "assumptions", "plan", "strategy", "believe", "anticipate", "estimate", "expect", "intend", "objective", the use of the future and conditional tenses, and words and expressions of similar nature are intended to identify forward-looking statements. Forward-looking statements include, among others, statements about our current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments, including the statements relating to the Company's 2026-2028 financial objectives and its expectations relating to its adjusted EBITDA margin, the Company's performance optimization program, including the network optimization initiatives, as well as the expected benefits (including the Company's target of generating up to $100 million in cumulative cost savings and incremental profitability over the next three years) and timing thereof, statements relating to the Company's expansion of its steel structures business in North America, including its expansion project to double production capacity at its Candiac facility and timing thereof, statements relating to the Company's pursuit of higher-margin railway ties business, including the renewal of key Class 1 customer contracts and volume growth expectations, and statements regarding the Company's normal course issuer bid. Such statements are based upon a number of estimates and assumptions, and are made by the Company in light of the experience of management and their perception of historical trends, current conditions and expected future developments, as well as other factors believed to be appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Such risks and uncertainties may relate to, among other things, the Company's dependence on major customers, the availability and cost of raw materials, operational disruption, climate change, reliance on key personnel, information technology, cybersecurity and data protection incidents, global economic conditions, geopolitical uncertainty, the Company's acquisition strategy, the Company's future plant expansion, the Company's ability to raise capital, environmental compliance and litigation, and factors and assumptions referenced herein and in the Company's continuous disclosure filings. These and other risks and uncertainties related to the business of the Company are described in greater detail in the section entitled "Risks and Uncertainties" of the Company's management discussion and analysis (MD&A) for the year ended December 31, 2025. Many of these risks are beyond the Company's ability to control or predict. Because of these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made. This press release reflects information available to the Company as of November 3, 2026. Unless required to do so under applicable securities legislation, the Company's management does not assume any obligation to update or revise forward-looking statements to reflect new information, future events or other changes after the date hereof.

Note to readers: The condensed interim unaudited consolidated financial statements as well as management's discussion and analysis for the quarter ended September 30, 2026 are available on Stella-Jones' website at www.stella-jones.com.

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Stella-Jones Inc.

Condensed Interim Consolidated Statements of Income
(Unaudited)

(in millions of Canadian dollars, except earnings per common share)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2026	2025	2026	2025
Sales	**979**	**958**	**2,812**	**2,765**
Expenses				
Cost of sales (including depreciation and amortization (3 months - $39 (2025 - $32) and 9 months - $107 (2025 - $95))	811	770	2,303	2,203
Selling and administrative (including depreciation and amortization (3 months - $6 (2025 - $4) and 9 months - $17 (2025 - $11))	53	51	172	156
Impairment of assets and restructuring costs	32	—	64	—
Gain on insurance settlement	—	—	—	(28)
Other losses (gains), net	1	2	(1)	1
	897	823	2,538	2,332
Operating income	**82**	**135**	**274**	**433**
Financial expenses	15	18	46	52
Income before income taxes	**67**	**117**	**228**	**381**
Income tax expense				
Current	21	32	72	85
Deferred	(5)	(3)	(16)	9
	16	29	56	94
Net income	**51**	**88**	**172**	**287**
Basic earnings per common share	**0.93**	**1.59**	**3.15**	**5.17**
Diluted earnings per common share	**0.93**	**1.59**	**3.15**	**5.17**

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Financial Position

(Unaudited)

(in millions of Canadian dollars)

	As at September 30, 2026	As at December 31, 2025
Assets		
Current assets		
Cash and cash equivalents	142	44
Accounts receivable	429	262
Inventories	1,499	1,653
Income taxes receivable	18	19
Other current assets	52	41
	2,140	2,019
Non-current assets		
Property, plant and equipment	1,136	1,116
Right-of-use assets	280	288
Intangible assets	230	243
Goodwill	448	434
Other non-current assets	23	17
	4,257	**4,117**
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	175	153
Income taxes payable	15	—
Deferred revenue	14	—
Current portion of long-term debt	142	37
Current portion of lease liabilities	68	63
Current portion of provisions and other long-term liabilities	26	20
	440	273
Non-current liabilities		
Long-term debt	1,123	1,302
Lease liabilities	225	240
Deferred income taxes	207	218
Provisions and other long-term liabilities	46	45
	2,041	2,078
Shareholders' equity		
Capital stock	190	187
Contributed surplus	8	5
Retained earnings	1,782	1,681
Accumulated other comprehensive income	236	166
	2,216	2,039
	4,257	**4,117**

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)

(in millions of Canadian dollars)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2026	2025	2026	2025
Cash flows from (used in)				
Operating activities				
Net income	51	88	172	287
Adjustments for				
Depreciation of property, plant and equipment	19	14	49	41
Depreciation of right-of-use assets	19	17	53	51
Amortization of intangible assets	7	5	22	14
Stock-based compensation	—	2	(5)	4
Financial expenses	15	18	46	52
Income tax expense	16	29	56	94
Impairment of assets and restructuring costs	30	—	60	—
Gain on insurance settlement	—	—	—	(28)
Other	(3)	(2)	(4)	(14)
	154	171	449	501
Changes in non-cash working capital components				
Accounts receivable	(16)	14	(155)	(111)
Inventories	51	71	190	172
Income taxes receivable	2	—	2	—
Other current assets	(10)	(1)	(19)	(5)
Accounts payable and accrued liabilities	9	(4)	24	(15)
Deferred revenue	—	—	14	—
	36	80	56	41
Interest paid	(20)	(23)	(52)	(57)
Income taxes paid	(12)	(30)	(56)	(79)
	158	**198**	**397**	**406**
Financing activities				
Net change in revolving credit facilities	(74)	(64)	(74)	14
Repayment of long-term debt	(7)	(48)	(24)	(143)
Repayment of lease liabilities	(20)	(16)	(54)	(49)
Dividends on common shares	(19)	(17)	(56)	(51)
Repurchase of common shares	—	(20)	(15)	(55)
Other	2	1	2	1
	(118)	**(164)**	**(221)**	**(283)**
Investing activities				
Acquisition of other investments	—	—	(4)	—
Business combinations	—	(10)	(1)	(58)
Purchase of property, plant and equipment	(35)	(19)	(81)	(73)
Property insurance proceeds	—	—	2	26
Additions of intangible assets	(3)	(2)	(6)	(6)
Proceeds on disposal of assets	2	1	3	7
	(36)	**(30)**	**(87)**	**(104)**
Net change in cash and cash equivalents during the period	4	4	89	19
January 1, 2026 opening balance prior to restatement for amendments to IFRS 9	—	—	44	—
Adjustment on adoption for 2025 outstanding cheques on January 1, 2026	—	—	9	—
Cash and cash equivalents – Beginning of period	138	65	53	50
Cash and cash equivalents – End of period	**142**	**69**	**142**	**69**

Non-GAAP and Other Financial Measures

This section includes information required by National Instrument 52-112 – Non-GAAP and Other Financial Measures Disclosure in respect of "specified financial measures" (as defined therein).

The below-described non-GAAP financial measures and non-GAAP ratios, as well as the other financial measures (namely gross profit and gross profit margin, which are presented as supplementary financial measures) have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. The Company's method of calculating these measures may differ from the methods used by others, and, accordingly, the definition of these measures may not be comparable to similar measures presented by other issuers. In addition, non-GAAP financial measures, non-GAAP ratios and other financial measures should not be viewed as a substitute for the related financial information prepared in accordance with GAAP. Management considers the below-described non-GAAP and specified financial measures to be useful information to assist knowledgeable investors to understand the Company's financial position, operating results and cash flows as they provide a supplemental measure of its performance.

Organic sales growth and organic sales growth percentage

- Organic sales growth: Sales of a given period compared to sales of the comparative period, excluding the effect of acquisitions and foreign currency changes
- Organic sales growth percentage: Organic sales growth divided by sales for the corresponding period

The Company uses these non-GAAP measures to analyze the level of activity excluding the effect of acquisitions and the impact of foreign exchange fluctuations, in order to facilitate period-to-period comparisons. Management believes these measures are used by investors and analysts to evaluate the Company's performance.

The following table presents the reconciliation of non-GAAP financial measures to their most comparable GAAP measures:

Sales (in millions of dollars, except percentages)	Utility Products	Railway Ties	Residential Lumber	Industrial Products	**Total Pressure-Treated Wood**	Logs & Lumber	**Consolidated Sales**
Q3 2025	**480**	**211**	**201**	**50**	**942**	**16**	**958**
Acquisition	33	—	—	—	**33**	—	**33**
Foreign exchange	6	3	1	—	**10**	—	**10**
Organic growth	(6)	(6)	(6)	(10)	**(28)**	6	**(22)**
Q3 2026	**513**	**208**	**196**	**40**	**957**	**22**	**979**
Organic growth %	(1%)	(3%)	(3%)	(20%)	**(3%)**	38%	**(2%)**

Sales (in millions of dollars, except percentages)	Utility Products	Railway Ties	Residential Lumber	Industrial Products	**Total Pressure-Treated Wood**	Logs & Lumber	**Consolidated Sales**
Q3 YTD 2025	**1,375**	**659**	**535**	**135**	**2,704**	**61**	**2,765**
Acquisitions	104	—	—	—	**104**	—	**104**
Foreign exchange	(12)	(5)	(1)	(2)	**(20)**	—	**(20)**
Organic growth	25	(13)	(28)	(15)	**(31)**	(6)	**(37)**
Q3 YTD 2026	**1,492**	**641**	**506**	**118**	**2,757**	**55**	**2,812**
Organic growth %	2%	(2%)	(5%)	(11%)	**(1%)**	(10%)	**(1%)**

Gross profit and gross profit margin

- Gross profit: Sales less cost of sales
- Gross profit margin: Gross profit divided by sales for the corresponding period

The Company uses these supplementary financial measures to evaluate its ongoing operational performance.

Adjusted operating income, adjusted operating income margin, adjusted EBITDA and adjusted EBITDA margin

- Adjusted operating income: Operating income excluding gain on insurance settlement, business interruption insurance recovery, impairment of assets, restructuring costs including closure and other network optimization costs, as well as acquisition costs, integration costs and the amortization of intangibles related to material acquisitions
- Adjusted operating income margin: Adjusted operating income divided by sales for the corresponding period
- Adjusted EBITDA: Operating income excluding gain on insurance settlement, business interruption insurance recovery, impairment of assets, restructuring costs including closure and other network optimization costs, as well as acquisition costs and integration costs related to material acquisitions, and depreciation of property, plant and equipment, depreciation of right-of-use assets, and amortization of intangible assets including intangibles related to material acquisitions
- Adjusted EBITDA margin: Adjusted EBITDA divided by sales for the corresponding period

The Company uses these non-GAAP measures to evaluate the operational and financial performance. In addition, the Company believes adjusted EBITDA and adjusted EBITDA margin provide investors with useful information because they are common industry measures used by investors and analysts to measure a company's ability to service debt and meet other payment obligations, or as a common valuation measurement.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars)	Three-month periods ended September 30,		Nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
Operating income	82	135	274	433
Reconciling items:				
Impairment of assets and restructuring costs				
Impairment of assets	*19*	—	*43*	—
Closure and other network optimization costs	*13*	—	*21*	—
Amortization of acquisition-related intangibles	2	—	6	—
Insurance settlement				
Gain on insurance settlement	—	—	—	*(28)*
Business interruption insurance recovery	—	—	—	*(10)*
Adjusted operating income	**116**	**135**	**344**	**395**
Depreciation and amortization excluding the amortization of acquisition-related intangibles	43	36	118	106
Adjusted EBITDA	**159**	**171**	**462**	**501**

Adjusted net income and adjusted EPS - basic

- Adjusted net income: Net income excluding the following items, net of tax: gain on insurance settlement, business interruption insurance recovery, impairment of assets, restructuring costs including closure and other network optimization costs, as well as acquisition costs, integration costs and the amortization of intangibles related to material business combinations

- Adjusted EPS – basic: Adjusted net income for the period attributable to the common shareholders of the Company divided by the weighted average number of common shares outstanding during the period

The Company uses these non-GAAP measures to evaluate its ongoing operational performance.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars, except per share data)	Three-month periods ended September 30,		Nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
Net income	51	88	172	287
Reconciling items:				
Impairment of assets and restructuring costs				
Impairment of assets	*19*	—	*43*	—
Closure and other network optimization costs	*13*	—	*21*	—
Amortization of acquisition-related intangibles	2	—	6	—
Insurance settlement				
Gain on insurance settlement	—	—	—	*(28)*
Business interruption insurance recovery	—	—	—	*(10)*
Income taxes related to above items [(1)]	(9)	—	(18)	9
Adjusted net income	**76**	**88**	**224**	**258**
Adjusted EPS – basic	**$1.39**	**$1.59**	**$4.10**	**$4.65**

[(1)] Calculated using the effective tax rate of the period

Net debt and net debt-to-adjusted EBITDA

- Net debt: Sum of long-term debt and lease liabilities (including, in each case, the current portion) less cash and cash equivalents
- Net debt-to-adjusted EBITDA: Net debt divided by Trailing 12-month ("TTM") adjusted EBITDA

The Company believes these non-GAAP measures are indicators of the financial leverage of the Company.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars)	As at September 30, 2026	As at December 31, 2025
Long-term debt, including current portion	1,265	1,339
Lease liabilities, including current portion	293	303
Cash and cash equivalents	(142)	(44)
Net debt	**1,416**	**1,598**
Adjusted EBITDA (TTM)	584	623
Net debt-to-adjusted EBITDA	**2.4x**	**2.6x**



Stella-Jones Inc.

Condensed Interim Consolidated Financial Statements (Unaudited) September 30, 2026 and 2025

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited)

(in millions of Canadian dollars)

	Note	As at September 30, 2026	As at December 31, 2025
Assets			
Current assets			
Cash and cash equivalents		142	44
Accounts receivable		429	262
Inventories		1,499	1,653
Income taxes receivable		18	19
Other current assets		52	41
		2,140	2,019
Non-current assets			
Property, plant and equipment		1,136	1,116
Right-of-use assets		280	288
Intangible assets		230	243
Goodwill		448	434
Other non-current assets		23	17
		4,257	**4,117**
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities		175	153
Income taxes payable		15	—
Deferred revenue		14	—
Current portion of long-term debt	3	142	37
Current portion of lease liabilities		68	63
Current portion of provisions and other long-term liabilities	4	26	20
		440	273
Non-current liabilities			
Long-term debt	3	1,123	1,302
Lease liabilities		225	240
Deferred income taxes		207	218
Provisions and other long-term liabilities	4	46	45
		2,041	2,078
Shareholders' equity			
Capital stock	6	190	187
Contributed surplus		8	5
Retained earnings		1,782	1,681
Accumulated other comprehensive income		236	166
		2,216	2,039
		4,257	**4,117**

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

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Change in Shareholders' Equity
(Unaudited)
For the nine-month periods ended September 30, 2026 and 2025

(in millions of Canadian dollars)

				Accumulated other comprehensive income				
	Capital stock	Contributed surplus	Retained earnings	Foreign currency translation adjustment	Translation of long-term debts designated as net investment hedges	Unrealized gains on cash flow hedges	Total	Total shareholders' equity
Balance – January 1, 2026	**187**	**5**	**1,681**	**269**	**(110)**	**7**	**166**	**2,039**
Comprehensive income (loss)								
Net income	—	—	172	—	—	—	—	172
Other comprehensive income (loss)	—	—	—	75	(5)	—	70	70
Comprehensive income (loss)	—	—	172	75	(5)	—	70	242
Dividends on common shares	—	—	(56)	—	—	—	—	(56)
Settlement of equity-settled grants	1	(1)	—	—	—	—	—	—
Equity-settled share-based payments expense	—	4	—	—	—	—	—	4
Employee share purchase plans	3	—	—	—	—	—	—	3
Repurchase of common shares including related taxes (note 6)	(1)	—	(15)	—	—	—	—	(16)
	3	3	(71)	—	—	—	—	(65)
Balance – September 30, 2026	**190**	**8**	**1,782**	**344**	**(115)**	**7**	**236**	**2,216**

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

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Change in Shareholders' Equity (*Continued)*
(Unaudited)
For the nine-month periods ended September 30, 2026 and 2025

(in millions of Canadian dollars)

				Accumulated other comprehensive income				
	Capital stock	**Contributed surplus**	**Retained earnings**	**Foreign currency translation adjustment**	**Translation of long-term debts designated as net investment hedges**	**Unrealized gains (losses) on cash flow hedges**	**Total**	**Total shareholders' equity**
Balance – January 1, 2025	188	—	1,498	367	(127)	15	255	1,941
Comprehensive income (loss)								
Net income	—	—	287	—	—	—	—	287
Other comprehensive income (loss)	—	—	—	(65)	13	(7)	(59)	(59)
Comprehensive income (loss)	—	—	287	(65)	13	(7)	(59)	228
Dividends on common shares	—	—	(51)	—	—	—	—	(51)
Equity-settled share-based payments expense	—	4	—	—	—	—	—	4
Employee share purchase plans	2	—	—	—	—	—	—	2
Repurchase of common shares including related taxes	(2)	—	(54)	—	—	—	—	(56)
	—	4	(105)	—	—	—	—	(101)
Balance – September 30, 2025	188	4	1,680	302	(114)	8	196	2,068

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

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Income
(Unaudited)

(in millions of Canadian dollars, except earnings per common share)

	Note	For the three-month periods ended September 30, 2026	2025	For the nine-month periods ended September 30, 2026	2025
Sales		**979**	**958**	**2,812**	**2,765**
Expenses					
Cost of sales (including depreciation and amortization (3 months - $39 (2025 - $32) and 9 months - $107 (2025 - $95))		811	770	2,303	2,203
Selling and administrative (including depreciation and amortization (3 months - $6 (2025 - $4) and 9 months - $17 (2025 - $11))		53	51	172	156
Impairment of assets and restructuring costs	9	32	—	64	—
Gain on insurance settlement	10	—	—	—	(28)
Other losses (gains), net		1	2	(1)	1
		897	823	2,538	2,332
Operating income		**82**	**135**	**274**	**433**
Financial expenses		15	18	46	52
Income before income taxes		**67**	**117**	**228**	**381**
Income tax expense					
Current		21	32	72	85
Deferred		(5)	(3)	(16)	9
		16	29	56	94
Net income		**51**	**88**	**172**	**287**
Basic earnings per common share	6	**0.93**	**1.59**	**3.15**	**5.17**
Diluted earnings per common share	6	**0.93**	**1.59**	**3.15**	**5.17**

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

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Comprehensive Income
(Unaudited)

(in millions of Canadian dollars)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2026	2025	2026	2025
Net income	51	88	172	287
Other comprehensive income (loss)				
Items that may subsequently be reclassified to net income				
(Losses) gains on translation of financial statements of foreign operation	(3)	40	75	(65)
(Losses) gains on translation of long-term debt designated as hedges of net investment in foreign operations	—	(4)	(5)	13
Change in fair value of derivatives designated as cash flow hedges	(1)	(2)	(1)	(9)
Income tax on change in fair value of derivatives designated as cash flow hedges	—	—	—	2
Items that will not subsequently be reclassified to net income				
Remeasurements of post-retirement benefit obligations	2	—	1	—
	(2)	34	70	(59)
Comprehensive income	49	122	242	228

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

Stella-Jones Inc.

Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)

(in millions of Canadian dollars)

	Note	For the three-month periods ended September 30, 2026	2025	For the nine-month periods ended September 30, 2026	2025
Cash flows from (used in)					
Operating activities					
Net income		51	88	172	287
Adjustments for					
Depreciation of property, plant and equipment		19	14	49	41
Depreciation of right-of-use assets		19	17	53	51
Amortization of intangible assets		7	5	22	14
Stock-based compensation		—	2	(5)	4
Financial expenses		15	18	46	52
Income tax expense		16	29	56	94
Impairment of assets and restructuring costs	9	30	—	60	—
Gain on insurance settlement	10	—	—	—	(28)
Other		(3)	(2)	(4)	(14)
		154	171	449	501
Changes in non-cash working capital components					
Accounts receivable		(16)	14	(155)	(111)
Inventories		51	71	190	172
Income taxes receivable		2	—	2	—
Other current assets		(10)	(1)	(19)	(5)
Accounts payable and accrued liabilities		9	(4)	24	(15)
Deferred revenue		—	—	14	—
		36	80	56	41
Interest paid		(20)	(23)	(52)	(57)
Income taxes paid		(12)	(30)	(56)	(79)
		158	**198**	**397**	**406**
Financing activities					
Net change in revolving credit facilities	3	(74)	(64)	(74)	14
Repayment of long-term debt	3	(7)	(48)	(24)	(143)
Repayment of lease liabilities		(20)	(16)	(54)	(49)
Dividends on common shares		(19)	(17)	(56)	(51)
Repurchase of common shares	6	—	(20)	(15)	(55)
Other		2	1	2	1
		(118)	**(164)**	**(221)**	**(283)**
Investing activities					
Acquisition of other investments		—	—	(4)	—
Business combinations		—	(10)	(1)	(58)
Purchase of property, plant and equipment		(35)	(19)	(81)	(73)
Property insurance proceeds		—	—	2	26
Additions of intangible assets		(3)	(2)	(6)	(6)
Proceeds on disposal of assets		2	1	3	7
		(36)	**(30)**	**(87)**	**(104)**
Net change in cash and cash equivalents during the period		4	4	89	19
January 1, 2026 opening balance prior to restatement for amendments to IFRS 9		—	—	44	—
Adjustment on adoption for 2025 outstanding cheques on January 1, 2026		—	—	9	—
Cash and cash equivalents – Beginning of period		138	65	53	50
Cash and cash equivalents – End of period		**142**	**69**	**142**	**69**

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

1 Description of the Business

Stella-Jones Inc. (with its subsidiaries, either individually or collectively, referred to as the "Company") is a leading North American manufacturer of products focused on supporting infrastructure essential to the electrical distribution and transmission network, and the operation and maintenance of railway transportation systems. The Company supplies the continent's major electrical utility companies with treated wood poles and crossarms, steel lattice towers and steel transmission poles, as well as North America's Class 1, short line and commercial railroad operators with treated wood railway ties. The Company also supports infrastructure with industrial products, namely timbers for railway bridges, crossings and construction, marine and foundation pilings, and coal tar-based products. Additionally, the Company manufactures and distributes premium treated residential lumber and accessories to Canadian and American retailers for outdoor applications, with a significant portion of the business devoted to servicing Canadian customers through its national manufacturing and distribution network. The Company has facilities across Canada and the United States and sells its products primarily in these two countries. The Company's headquarters are located at 3100 de la Côte-Vertu Blvd., in Saint-Laurent, Quebec, Canada. The Company is incorporated under the Canada Business Corporations Act, and its common shares are listed on the Toronto Stock Exchange ("TSX") under the stock symbol SJ.

2 Material Accounting Policies

Basis of presentation

The Company's condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

These condensed interim consolidated financial statements were approved by the Board of Directors on November 3, 2026.

The same accounting policies, methods of computation and presentation have been followed in the preparation of these condensed interim consolidated financial statements as were applied in the annual consolidated financial statements for the year ended December 31, 2025, except for the adoption of the amendments to IFRS 9 and IFRS 7 regarding the Classification and Measurement of Financial Instruments, which did not have a material impact on the Company's condensed interim consolidated financial statements.

These condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2025, which have been prepared in accordance with IFRS Accounting Standards.

Principles of consolidation

The condensed interim consolidated financial statements include the accounts of Stella-Jones Inc. and its controlled subsidiaries. Intercompany transactions and balances between these companies have been eliminated. All consolidated subsidiaries are wholly owned. The significant subsidiaries within the legal structure of the Company are as follows:

Subsidiary	Parent	Country of incorporation
Stella-Jones U.S. Holding Corporation	Stella-Jones Inc.	United States
Stella-Jones Corporation	Stella-Jones U.S. Holding Corporation	United States

Changes in accounting policy

Effective January 1, 2026, the Company adopted the *Amendments to the Classification and Measurement of Financial Instruments*, which amended IFRS 9 and IFRS 7. These amendments clarify when a financial asset or a financial liability is recognized and derecognized and introduce an accounting policy choice to notably derecognize financial liabilities settled using an electronic payment system before the settlement date. The amendments also clarify the classification of financial assets with environmental, social and governance ("ESG")-linked features, non-recourse loans and contractually linked instruments, and introduce disclosure requirements for financial instruments with contingent features and equity instruments classified at fair value through other comprehensive income.

As a result of these amendments, the Company has changed its accounting policy regarding the derecognition of trade payables settled by physical printed cheques. Previously, trade payables settled by cheque were derecognized at the date the cheques were issued. Under the revised policy, consistent with the clarifications provided by the amendments, such liabilities are now derecognized on the date the cheques are cleared by the bank. In addition, the Company has elected to derecognize financial liabilities settled through electronic payments prior to the settlement date when notably the Company loses practical ability to cancel such payments.

The amendments were applied retrospectively without restatement of prior periods. The adoption of these amendments did not have a material impact on the Company's condensed interim consolidated financial statements.

Accounting standard not yet adopted

The following new standard was issued by the International Accounting Standards Board ("IASB") and was not yet adopted in preparing the condensed interim consolidated financial statements.

Presentation and Disclosure in Financial Statements – IFRS 18

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosure in Financial Statements*, which replaces IAS 1, *Presentation of Financial Statements*. IFRS 18 introduces three sets of new requirements to improve companies' reporting of financial performance and give investors a better basis for analyzing and comparing companies:

- improved comparability in the statement of income by introducing three defined categories for income and expenses (operating, investing and financing) and requiring companies to provide new defined subtotals, including operating profit;
- enhanced transparency of management-defined performance measures by requiring companies to disclose explanations of those company-specific measures that are related to the statement of income; and
- enhanced guidance on how companies group information in the financial statements, including guidance on whether information is included in the primary financial statements or is further disaggregated in the notes.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The Company does not anticipate any material impact of the new standard on its annual and condensed interim consolidated financial statements.

3 Long-term Debt

(Amounts in millions of Canadian dollars)	Maturity date	As at September 30, 2026	As at December 31, 2025
Unsecured:			
Revolving credit facilities [(a)]	2031	359	427
Term loan facilities			
US$125, variable rate based on SOFR plus 1.725%	2028	177	171
US$84 (as at December 31, 2025 - US$100), fixed rates ranging from 3.27% to 4.47%, with quarterly amortization payments starting in 2026	2029-2030	120	137
US$25, fixed rate of 4.52%	2029	35	34
US$47.8, variable rate based on SOFR plus applicable margin	2030-2031	68	66
Senior notes			
$400, fixed rate of 4.312%	2031	400	400
US$75, fixed rate of 3.81% [(a)]	2027	107	103
Other		—	2
		1,266	1,340
Deferred financing costs		(1)	(1)
		1,265	1,339
Less: Current portion of long-term debt		142	37
		1,123	1,302

a) On August 7, 2026, the Company further amended and restated its syndicated credit agreement and its U.S. Farm Credit Agreement to, among other things, extend the maturity date of the revolving credit facilities by five years to 2031, and amend the net funded debt-to EBITDA ratio covenant from a maximum of 3.75:1.00 to a maximum of 4.00:1.00, measured on a quarterly basis. The Company's private placement senior notes with certain U.S. investors maturing in January 2027 remain subject to a more restrictive net funded debt-to EBITDA ratio covenant of a maximum of 3.75:1.00.

As at September 30, 2026, the Company was in full compliance with all covenants, requirements and ratios under its credit agreements.

4 Provisions and Other Long-term Liabilities

(Amounts in millions of Canadian dollars)	As at September 30, 2026	As at December 31, 2025
Site remediation	45	28
Share-based payment liabilities	12	21
Deferred and contingent consideration	12	13
Others	3	3
	72	65
Less: Current portion of provisions and long-term liabilities	26	20
	46	45

5 Share-based Payments

The Company's share-based payment plans consist of the Treasury Share Unit Plan ("TSU Plan"), the Stock Unit Plan ("SUP") and deferred share units ("DSUs").

Treasury Share Unit Plan

Under the TSU Plan, restricted stock units ("TRSUs") and performance stock units ("TPSUs") granted to the President and Chief Executive Officer, Senior Vice-Presidents and Vice-Presidents (collectively "Executive Officers") are settled in shares, either issued from treasury or purchased on the open market, in cash or in a combination thereof, at the discretion of the Company. TPSUs granted vest based on the attainment of performance criteria and market conditions set out pursuant to the TSU Plan. TRSUs vest ratably over a period of three years and TPSUs vest three years after the grant date, subject to the participant's continued employment at time of vesting.

All awards made under the TSU Plan are considered equity-settled arrangements.

Changes in outstanding TRSUs during the nine-month periods ended September 30, are as follows:

	2026	2025
TRSUs outstanding - Beginning of period	106,940	—
Granted	69,794	126,650
Settled	(35,641)	—
Forfeited	(7,348)	(19,710)
TRSUs outstanding - End of period	**133,745**	**106,940**
TRSUs vested but not settled - End of period	**4,380**	**—**

Changes in outstanding TPSUs during the nine-month periods ended September 30, are as follows:

	2026	2025
TPSUs outstanding - Beginning of period	57,801	—
Granted	51,695	68,455
Forfeited	(5,727)	(10,654)
TPSUs outstanding - End of period	**103,769**	**57,801**

Stock Unit Plan

Under the SUP, restricted stock units ("RSUs") and performance stock units ("PSUs") are granted to eligible participants of the Company. RSUs and PSUs entitle the holders to receive a cash payment equal to the average closing price on the TSX of the Company's common shares for the five trading days preceding the vesting date. PSUs granted vest based on the attainment of performance criteria and market conditions set out pursuant to the SUP. RSUs vest ratably over a period of up to three years and PSUs are paid three years after the grant date, subject to the participant's continued employment at time of vesting.

All awards made under the SUP are considered cash-settled arrangements.

Changes in outstanding RSUs for the nine-month periods ended September 30, are as follows:

	2026	2025
RSUs outstanding - Beginning of period	64,669	156,156
Granted	8,032	13,648
Settled	(55,474)	(78,051)
Forfeited	(582)	(10,985)
RSUs outstanding - End of period	**16,645**	**80,768**

Changes in outstanding PSUs for the nine-month periods ended September 30, are as follows:

	2026	2025
PSUs outstanding - Beginning of period	86,774	128,744
Granted	5,926	7,391
Performance multiplier	28,266	36,130
Settled	(56,532)	(72,260)
Forfeited	(2,931)	(13,231)
PSUs outstanding - End of period	**61,503**	**86,774**

DSUs

DSUs entitle non-executive directors of the Company to receive a minimum participation amount in the form of DSUs and they may elect to participate in the DSU plan for all or a portion of their Board fees. Such deferred remuneration is converted to DSUs based on the average closing price of the Company's common shares on the TSX of the five trading

days immediately preceding the date such awards are granted to the non-executive directors. DSUs are settled for cash only after a non-executive director ceases to act as a director.
Additionally, the Company maintains a supplementary executive retirement plan that permits certain Executive Officers to receive DSUs.

Changes in outstanding DSUs for the nine-month periods ended September 30, are as follows:

	2026	2025
DSUs outstanding - Beginning of period	82,798	71,457
Granted	20,689	11,341
Settled	(18,763)	—
DSUs outstanding - End of period	**84,724**	**82,798**

6 Capital Stock and Earnings Per Share

The following table provides the number of common shares outstanding for the nine-month periods ended September 30:

	2026	2025
Number of common shares outstanding - Beginning of period	54,697,214	55,824,953
Common shares repurchased	(160,983)	(742,634)
Common shares issued under treasury share unit plan	13,713	—
Stock option exercised	—	5,000
Employee share purchase plans	31,270	28,027
Number of common shares outstanding - End of period	**54,581,214**	**55,115,346**

Capital stock

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares, issuable in series.

All issued shares are fully paid. The common shares provide for the right to receive notice of, attend and vote at all meetings of shareholders and receive dividends, subject to the prior rights of the preferred shares and any other shares ranking senior to the common shares. To date, the Company has not issued any preferred shares.

Normal Course Issuer Bid (“NCIB”)

On November 4, 2025, the TSX accepted the Company’s Notice of Intention to Make a NCIB to purchase for cancellation up to 1,500,000 common shares during the 12-month period commencing November 14, 2025 and ending November 13, 2026, representing approximately 2.7% of the common shares outstanding.

During the nine-month period ended September 30, 2026, the Company repurchased for cancellation 160,983 common shares under its NCIB (September 30, 2025 – 742,634 under the NCIB then in effect) for a total consideration of $15 million (September 30, 2025 – $55 million), representing an average price of $93.17 per common share (September 30, 2025 – $74.05). For the nine-month period ended September 30, 2026, the Company’s capital stock was reduced by

one million dollars (as at September 30, 2025 – two million dollars) and the retained earnings decreased by $15 million (as at September 30, 2025 – $54 million), including less than one million dollars of related taxes (as at September 30, 2025 – one million dollars).

Employee share purchase plans

The aggregate number of common shares reserved for issuance under the Company's employee share purchase plans is 1,300,000. The employees of the Company who are Canadian and U.S. residents are eligible to buy common shares from the Company, up to a maximum of 5% of their base annual salary, and the Company contributes an amount equal to 25% of the employee contributions.

Earnings per share

The following table provides the reconciliation, as at September 30, between basic earnings per common share and diluted earnings per common share:

(Amounts in millions of Canadian dollars, except per share amount)	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
Net income applicable to common shares	$51	$88	$172	$287
Weighted average number of common shares outstanding*	54,570	55,192	54,583	55,471
Effect of dilutive stock options and non-vested TRSUs and TPSUs*	66	64	83	45
Weighted average number of diluted common shares outstanding*	54,636	55,256	54,666	55,516
Basic earnings per common share	$0.93	$1.59	$3.15	$5.17
Diluted earnings per common share	$0.93	$1.59	$3.15	$5.17

* Number is presented in thousands.

7 Seasonality

The Company's operations follow a seasonal pattern, with utility products, railway ties and industrial products shipments strongest in the second and third quarters to provide industrial end-users with product for their summer maintenance projects. Residential lumber sales follow the same seasonal pattern. Inventory levels are typically highest in the first quarter in advance of the summer shipping season.

8 Segment Information

The Company operates within two business segments which are the production and sale of pressure-treated wood and the procurement and sales of logs and lumber. The reportable segments are managed independently as the operational processes and capital requirements are different.

The pressure-treated wood segment includes utility products, mainly wood utility poles, railway ties, residential lumber and industrial products.

The logs and lumber segment comprises the sales of logs harvested in the course of the Company's procurement process that are determined to be unsuitable for use as utility wood poles. Also included in this segment is the sale of excess lumber to local home-building markets. Assets and net income related to the logs and lumber segment are nominal.

Operating plants are located in six Canadian provinces and 17 American states. The Company also operates a large procurement and distribution network across North America.

Sales attributed to countries based on location of customer are as follows:

(Amounts in millions of Canadian dollars)	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
U.S.	702	697	2,071	2,066
Canada	277	261	741	699
	979	958	2,812	2,765

Sales by product are as follows:

(Amounts in millions of Canadian dollars)	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
Utility products	513	480	1,492	1,375
Railway ties	208	211	641	659
Residential lumber	196	201	506	535
Industrial products	40	50	118	135
Pressure-treated wood	957	942	2,757	2,704
Logs and lumber	22	16	55	61
	979	958	2,812	2,765

Property, plant and equipment, right-of-use assets, intangible assets and goodwill attributed to the countries based on location are as follows:

(Amounts in millions of Canadian dollars)	As at September 30, 2026	As at December 31, 2025
Property, plant and equipment		
U.S.	811	789
Canada	325	327
	1,136	1,116
Right-of-use assets		
U.S.	209	212
Canada	71	76
	280	288
Intangible assets		
U.S.	175	182
Canada	55	61
	230	243
Goodwill		
U.S.	427	413
Canada	21	21
	448	434

9 Impairment of Assets and Restructuring Costs

During the third quarter of 2026, the Company recognized impairment of assets and restructuring costs of $32 million under “Impairment of Assets and Restructuring Costs” in the condensed interim consolidated statement of income.

Of this amount, $24 million was related to network optimization actions related to wood utility poles facilities, including the decision to cease operations at certain manufacturing and procurement sites. This comprised a $13 million non-cash impairment loss to write down production equipment to its recoverable amount, determined based on fair value less costs of disposal, and $11 million in costs for site remediation activities.

The third quarter also included $2 million in additional closure costs related to the railway ties network consolidation initiated in the second quarter of 2026, and a $6 million non-cash impairment loss, mainly related to equipment damaged in a fire, net of anticipated insurance recoveries.

For the nine-month period ended September 30, 2026, total charges under “Impairment of Assets and Restructuring Costs” amounted to $64 million, consisting of $43 million in non-cash impairment losses and $21 million related to site clean-up and remediation activities, employee termination benefits, and other closure-related costs.

10 Insurance Settlement

During 2025, the Company settled a claim with its insurer related to a fire event in 2023 at its Silver Springs, Nevada manufacturing facility for total proceeds, net of the deductible, of $53 million (US$37.5 million).

As a result of the settlement, in the first quarter of 2025 the Company recorded an insurance recovery for business interruption insurance losses of $10 million (US$7 million) as a reduction to “Cost of sales” and a gain on the property damage claim of $28 million (US$19.5 million) as “Gain on insurance settlement”. The remainder of the insurance settlement, $15 million (US$11 million), was used to reimburse the Company for the book value of damaged property, plant and equipment as well as clean-up and site remediation costs.

11 Subsequent Events

a) On November 3, 2026, the Board of Directors declared a quarterly dividend of $0.34 per common share payable on December 18, 2026 to shareholders of record at the close of business on December 1, 2026.

b) On November 3, 2026, the TSX accepted the Company’s Notice of Intention to Make a NCIB to purchase for cancellation up to 1,500,000 common shares during the 12-month period from November 14, 2026 to November 13, 2027, representing approximately 2.7% of the common shares outstanding as of such date.

STELLA JONES

Management's Discussion and Analysis

For the three and nine-month periods ended September 30, 2026

(in millions of Canadian dollars)



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Introduction

The following is Stella-Jones Inc.'s Management Discussion and Analysis ("MD&A"). Throughout this MD&A, the terms "Company" and "Stella-Jones" mean Stella-Jones Inc. with its subsidiaries, either individually or collectively.

This MD&A and the Company's condensed interim unaudited consolidated financial statements were reviewed by the Audit Committee and approved by the Board of Directors on November 3, 2026. The MD&A provides information concerning the financial position, operating results and cash flows of the Company as at and for the quarter ended September 30, 2026. The MD&A should be read in conjunction with the Company's condensed interim unaudited consolidated financial statements for the periods ended September 30, 2026 and 2025 and the notes thereto, as well as the Company's annual audited consolidated financial statements and MD&A for the year ended December 31, 2025.

This MD&A contains forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). The words "may", "could", "should", "would", "assumptions", "plan", "strategy", "believe", "anticipate", "estimate", "expect", "intend", "objective", the use of the future and conditional tenses, and words and expressions of similar nature are intended to identify forward-looking statements. Forward-looking statements include, among others, statements about our current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments, including the statements contained in sections of this MD&A entitled "Our Vision and Mission" and "Our Strategy" (including statements regarding the Company's capital allocation strategy, the Company's strategy in respect of capital expenditures, pursuing infrastructure-related acquisitions, its dividend payout target and share repurchases, and the Company's target net debt-to-adjusted EBITDA), statements relating to the Company's expansion of its steel structures business in the U.S. with the construction of a new manufacturing facility and the Company's steel structures expansion project to double production capacity at its Candiac facility and timing thereof, statements relating to the Company's network optimization initiatives, including expected benefits and timing thereof, statements regarding the Company's normal course issuer bid, statements regarding the adequacy of cash flow from operations and available credit facilities to finance the Company's business plans, meet its working capital requirements and maintain its assets, and statements regarding the anticipated impact of new accounting standards, and are provided for the purpose of assisting the reader in understanding the Company's financial position, operating results and cash flows and management's current expectations and plans (and may not be appropriate for other purposes). Such statements are based upon a number of estimates and assumptions and are made by the Company in light of the experience of management and their perception of historical trends, current conditions and expected future developments, as well as other factors believed to be appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Such risks and uncertainties may relate to, among other things, the Company's dependence on major customers, the availability and cost of raw materials, operational disruption, climate change, reliance on key personnel, information technology, cybersecurity and data protection incidents, global economic conditions, geopolitical uncertainty, the Company's acquisition strategy, the Company's future plant expansion, the Company's ability to raise capital, environmental compliance and litigation, and factors and assumptions referenced herein and in the Company's continuous disclosure filings. These and other risks and uncertainties related to the business of the Company are described in greater detail in the section entitled "Risks and Uncertainties" of the Company's management discussion and analysis for the year ended December 31, 2025. Many of these risks are beyond the Company's ability to control or predict. Because of these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made. This MD&A reflects information available to the Company as of November 3, 2026, the date of this MD&A. Unless required to do so under applicable securities legislation, the Company's management does not assume any obligation to update or revise forward-looking statements to reflect new information, future events or other changes after the date hereof.

The Company's condensed interim unaudited consolidated financial statements are reported in Canadian dollars and are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. All amounts in this MD&A are in Canadian dollars unless otherwise indicated.

Certain figures included in this MD&A have been rounded for ease of presentation. Percentage figures included in this MD&A have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this MD&A may vary slightly from those obtained by performing the same calculations using the figures in the Company's condensed interim consolidated financial statements or in the associated text. Certain other amounts that appear in this MD&A may similarly not sum due to rounding.

This MD&A also contains non-GAAP financial measures, non-GAAP ratios and other financial measures which are not prescribed by IFRS Accounting Standards and are not likely to be comparable to similar measures and ratios presented by other issuers. Refer to the section entitled "Non-GAAP and Other Financial Measures" of this MD&A for an explanation of the non-GAAP financial measures, non-GAAP ratios and other financial measures used and presented by the Company and a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures.

Additional information, including the Company's Annual Information Form, quarterly and annual reports, and supplementary information is available on the SEDAR+ website at www.sedarplus.ca. Press releases and other information are also available in the Investor Relations section of the Company's website at www.stella-jones.com. Documents and other information contained in the Company's website or in any other site referred to in the Company's website are not part of this MD&A and are not incorporated by reference herein.

Our Business

Stella-Jones is a leading North American manufacturer of products focused on supporting infrastructure essential to the electrical distribution and transmission network, and the operation and maintenance of railway transportation systems. It supplies the continent's major electrical utility companies with treated wood poles and crossarms, steel lattice towers and steel transmission poles, as well as North America's Class 1, short line and commercial railroad operators with treated wood railway ties. It also supports infrastructure with industrial products, namely timbers for railway bridges, crossings and construction, marine and foundation pilings, and coal tar-based products. Additionally, the Company manufactures and distributes premium treated residential lumber and accessories to Canadian and American retailers for outdoor applications, with a significant portion of the business devoted to servicing Canadian customers through its national manufacturing and distribution network.

The Company's organic growth and strategic acquisitions have allowed it to expand its North American network by broadening its product offerings and capacity, to reinforce the strength and reliability of its raw material sourcing, and to provide greater service to customers. This strategy has contributed to solid and sustained customer relationships across North America and has expanded access to critical suppliers. It has also enabled the Company to further strengthen its seasoned management team, adding extensive expertise in all divisions throughout North America.

Stella-Jones' proven track record of delivering solid results has set the foundation for a strong cash flow-generating business, enabling the Company to continually invest in its business both organically and through acquisitions, and return capital to shareholders.

As at September 30, 2026, the Company operated 44 wood treating plants, one steel transmission structure manufacturing facility and a coal tar distillery, and its workforce comprised approximately 3,200 employees. The Company's facilities are located across Canada and the United States and are complemented by an extensive procurement and distribution network.

The Company's common shares are listed on the Toronto Stock Exchange (TSX: SJ).

Our Vision and Mission

Stella-Jones' strategic vision is to build a future-ready, agile business committed to serving the utility and railroad industries. Its mission is to support infrastructures that connect communities, both locally and across North America. The Company is driven to stay ahead of the curve and serve these industries with excellence, ensuring its innovative solutions meet today's demand and anticipate the challenges of tomorrow.

Our Strategy

Stella-Jones' strategy is to be the partner of choice to infrastructure customers across North America by strengthening its offering through organic initiatives, innovation and strategic acquisitions and investments aligned with its long-term value creation goals. It actively pursues opportunities that leverage its extensive manufacturing and distribution network, and strong customer relationships, enhancing its ability to generate a consistent cash flow.

Sustainability and safety are embedded in the Company's day-to-day decisions and long-term strategies, ensuring that business and operations are consistently aligned with these core values. Stella-Jones prioritizes meaningful actions in every aspect of its operations and is committed to practices that protect people, communities and the environment, while future-proofing the business.

Capital Management

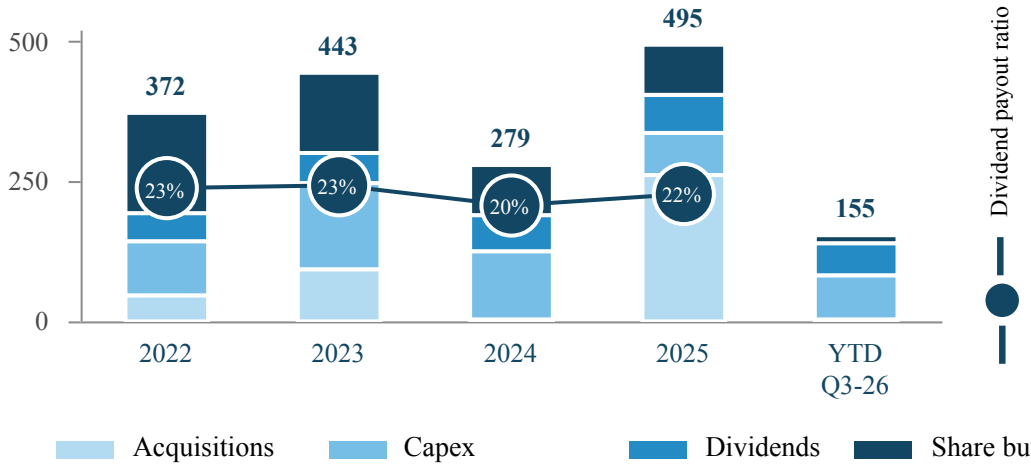
The Company's capital allocation strategy leverages its consistent and strong cash flow generation while enhancing its long-term stability and shareholder value creation. To maintain the Company's strong financial position and financial flexibility, capital is deployed in a disciplined manner, balancing growth investments and the return of capital to shareholders.

The Company's strategy is to:

- Invest approximately 2.5% of sales annually in capital expenditures to maintain the quality and reliability of its assets, ensure the safety of its employees, improve productivity and pursue environmental and sustainability initiatives;
- Invest in strategic capital expenditures to expand production capacity, as needed, to support the Company's growth plans;
- Pursue accretive infrastructure-related acquisitions that enhance the Company's strategic positioning and drive future earnings growth;
- Maintain a durable dividend payout, targeting dividends equivalent to 20% to 30% of the prior year's reported basic adjusted Earnings Per Share ("EPS"); and
- Return excess capital to shareholders through share repurchases.

As part of its capital allocation approach, Stella-Jones targets a net debt-to-adjusted EBITDA[(1)] between 2.0x and 2.5x, but may deviate from its leverage target to pursue acquisitions and other strategic opportunities, and/or fund its seasonal working capital requirements.

The Company's capital allocation since 2022 is summarized below:
(in millions of $, except %)



[(1)] This indicated term has no standardized meaning under GAAP and is not likely to be comparable to similar measures presented by other issuers. Refer to the section entitled "Non-GAAP and Other Financial Measures" of this MD&A.

Highlights

Overview of the third quarter of 2026

Sales for the third quarter of 2026 increased to $979 million, up from $958 million in the same period last year driven by continued volume growth in wood utility poles and a strong contribution from the acquisition of Brooks Manufacturing Co. (“Brooks”). The Brooks acquisition contributed $33 million in sales, demonstrating Stella-Jones’ disciplined execution in expanding its utility products platform. These gains were largely offset by an unfavourable wood utility pole product mix, temporary downtime related the ramp-up of the steel structures capacity expansion project in Candiac, and a pricing lag in residential lumber. In railway ties, softer Class 1 demand and a shift toward lower-priced treating services-only ("TSO") volumes, which carry lower sales but comparable per-unit profitability and higher margin percentage, were largely mitigated by strong demand from non-Class 1 customers.

Operating income for the third quarter of 2026 was $82 million, compared to $135 million in the third quarter of 2025. This decrease was primarily driven by $32 million in impairment of assets and restructuring costs, mainly as a result of actions the Company took to optimize its network and improve operational efficiencies. On an adjusted basis, operating income was $116 million versus $135 million in the prior-year period. The decrease in adjusted operating income was driven by a less favourable wood utility pole mix, higher fuel costs of approximately $10 million,.and delays in passing through these higher fuel costs as well as rising market lumber costs in residential lumber. These factors more than offset higher wood utility poles volumes and the incremental earnings from the Brooks acquisition. Consistent with these results, adjusted EBITDA[(1)] for the third quarter of 2026 was $159 million, or 16.2% of sales, compared to $171 million, or 17.8% of sales, in the third quarter of 2025.

During the quarter ended September 30, 2026, the Company generated cash from operations of $158 million which was primarily used to fund capital expenditures, repay debt and return capital to shareholders through dividends. Year-to date capital expenditures included approximately $22 million incurred for the development of the new steel structures manufacturing facility in Fayetteville, Tennessee, including $15 million incurred during the quarter.

As at September 30, 2026, the Company had a solid financial position with available liquidity[(2)] of $836 million and a net debt-to-adjusted EBITDA[(1)] of 2.4x.

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(1) These indicated terms have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. Refer to the section entitled “Non-GAAP and Other Financial Measures” of this MD&A.

(2) Sum of cash and cash equivalents and undrawn credit facilities net of outstanding letters of credit and certain guarantees.

Financial Highlights - Third Quarter

Selected Key Indicators

(in millions of dollars except ratios and per share data)	Three-month periods ended September 30, 2026	2025	Variation ($)	Variation (%)
Operating results				
Sales	979	958	21	2%
Gross profit[1]	168	188	(20)	(11%)
Gross profit margin[1]	17.2%	19.6%	n/a	(240 bps)
Operating income	82	135	(53)	(39%)
Adjusted EBITDA[1]	159	171	(12)	(7%)
Adjusted EBITDA margin[1]	16.2 %	17.8 %	n/a	(160 bps)
Net income	51	88	(37)	(42%)
EPS – basic	0.93	1.59	(0.66)	(42%)
Adjusted EPS – basic[1]	1.39	1.59	(0.20)	(13%)
Cash flows from (used in)				
Operating activities	158	198	(40)	
Financing activities	(118)	(164)	46	
Investing activities	(36)	(30)	(6)	

	As at September 30, 2026	As at December 31, 2025	Variation ($)	
Financial position				
Cash and cash equivalents	142	44	98	
Inventories	1,499	1,653	(154)	
Total assets	4,257	4,117	140	
Long-term debt[2]	1,265	1,339	(74)	
Lease liabilities[2]	293	303	(10)	
Total non-current liabilities	1,601	1,805	(204)	
Shareholders' equity	2,216	2,039	177	
Other data				
Working capital ratio[1][3]	4.86	7.40		
Net debt-to-adjusted EBITDA[1]	2.4x	2.6x		

[1] These indicated terms have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. For more information, please refer to the section entitled "Non-GAAP and Other Financial Measures" of this MD&A for an explanation of the non-GAAP and other financial measures used and presented by the Company and a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures.

[2] Including current portion.

[3] Current assets divided by current liabilities.

Financial Highlights - Year-to-Date

Selected Key Indicators

(in millions of dollars except ratios and per share data)	Nine-month periods ended September 30, 2026	2025	Variation ($)	Variation (%)
Operating results				
Sales	2,812	2,765	47	2%
Gross profit[(1)]	509	562	(53)	(9%)
Gross profit margin[(1)]	18.1%	20.3%	n/a	(220 bps)
Operating income	274	433	(159)	(37%)
Adjusted EBITDA[(1)]	462	501	(39)	(8%)
Adjusted EBITDA margin[(1)]	16.4%	18.1%	n/a	(170 bps)
Net income	172	287	(115)	(40%)
EPS – basic	3.15	5.17	(2.02)	(39%)
Adjusted EPS – basic[(1)]	4.10	4.65	(0.55)	(12%)
Cash flows from (used in)				
Operating activities	397	406	(9)	
Financing activities	(221)	(283)	62	
Investing activities	(87)	(104)	17	
Other data				
Return on average equity[(1)]	10.4%	17.4%	n/a	(700 bps)
Adjusted return on average capital employed[(1)]	11.0%	12.5%	n/a	(150 bps)
Dividends per share	1.02	0.93	0.09	10%

[(1)] These indicated terms have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. For more information, please refer to the section entitled “Non-GAAP and Other Financial Measures” of this MD&A for an explanation of the non-GAAP and other financial measures used and presented by the Company and a reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures.

Non-GAAP and Other Financial Measures

This section includes information required by National Instrument 52-112 – Non-GAAP and Other Financial Measures Disclosure in respect of "specified financial measures" (as defined therein).

The below-described non-GAAP financial measures and non-GAAP ratios, as well as the other financial measures (namely gross profit and gross profit margin, which are presented as supplementary financial measures) have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. The Company's method of calculating these measures may differ from the methods used by others, and, accordingly, the definition of these measures may not be comparable to similar measures presented by other issuers. In addition, non-GAAP financial measures, non-GAAP ratios and other financial measures should not be viewed as a substitute for the related financial information prepared in accordance with GAAP. Management considers the below-described non-GAAP and specified financial measures to be useful information to assist knowledgeable investors to understand the Company's financial position, operating results and cash flows as they provide a supplemental measure of its performance.

Organic sales growth and organic sales growth percentage

- Organic sales growth: Sales of a given period compared to sales of the comparative period, excluding the effect of acquisitions and foreign currency changes
- Organic sales growth percentage: Organic sales growth divided by sales for the corresponding period

The Company uses these non-GAAP measures to analyze the level of activity excluding the effect of acquisitions and the impact of foreign exchange fluctuations, in order to facilitate period-to-period comparisons. Management believes these measures are used by investors and analysts to evaluate the Company's performance.

The reconciliation of the above-non-GAAP financial measures to their most comparable GAAP measures can be found in the "Operating Results" section.

Gross profit and gross profit margin

- Gross profit: Sales less cost of sales
- Gross profit margin: Gross profit divided by sales for the corresponding period

The Company uses these supplementary financial measures to evaluate its ongoing operational performance.

Adjusted operating income, adjusted operating income margin, adjusted EBITDA and adjusted EBITDA margin

- Adjusted operating income: Operating income excluding gain on insurance settlement, business interruption insurance recovery, impairment of assets, restructuring costs including closure and other network optimization costs, as well as acquisition costs, integration costs and the amortization of intangibles related to material acquisitions
- Adjusted operating income margin: Adjusted operating income divided by sales for the corresponding period
- Adjusted EBITDA: Operating income excluding gain on insurance settlement, business interruption insurance recovery, impairment of assets, restructuring costs including closure and other network optimization costs, as well as acquisition costs and integration costs related to material acquisitions, and depreciation of property, plant and equipment, depreciation of right-of-use assets, and amortization of intangible assets including intangibles related to material acquisitions
- Adjusted EBITDA margin: Adjusted EBITDA divided by sales for the corresponding period

The Company uses these non-GAAP measures to evaluate the operational and financial performance. In addition, the Company believes adjusted EBITDA and adjusted EBITDA margin provide investors with useful information because they are common industry measures used by investors and analysts to measure a company's ability to service debt and meet other payment obligations, or as a common valuation measurement.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars)	Three-month periods ended September 30,		Nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
Operating income	82	135	274	433
Reconciling items:				
Impairment of assets and restructuring costs				
Impairment of assets	*19*	—	*43*	—
Closure and other network optimization costs	*13*	—	*21*	—
Amortization of acquisition-related intangibles	2	—	6	—
Insurance settlement				
Gain on insurance settlement	—	—	—	*(28)*
Business interruption insurance recovery	—	—	—	*(10)*
Adjusted operating income	**116**	**135**	**344**	**395**
Depreciation and amortization excluding the amortization of acquisition-related intangibles	43	36	118	106
Adjusted EBITDA	**159**	**171**	**462**	**501**

Adjusted net income and adjusted EPS - basic

- Adjusted net income: Net income excluding the following items, net of tax: gain on insurance settlement, business interruption insurance recovery, impairment of assets, restructuring costs including closure and other network optimization costs, as well as acquisition costs, integration costs and the amortization of intangibles related to material business combinations
- Adjusted EPS – basic: Adjusted net income for the period attributable to the common shareholders of the Company divided by the weighted average number of common shares outstanding during the period

The Company uses these non-GAAP measures to evaluate its ongoing operational performance.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars, except per share data)	Three-month periods ended September 30,		Nine-month periods ended September 30,	
	2026	**2025**	**2026**	**2025**
Net income	51	88	172	287
Reconciling items:				
Impairment of assets and restructuring costs				
Impairment of assets	*19*	—	*43*	—
Closure and other network optimization costs	*13*	—	*21*	—
Amortization of acquisition-related intangibles	2	—	6	—
Insurance settlement				
Gain on insurance settlement	—	—	—	*(28)*
Business interruption insurance recovery	—	—	—	*(10)*
Income taxes related to above items [(1)]	(9)	—	(18)	9
Adjusted net income	**76**	**88**	**224**	**258**
Adjusted EPS – basic	**$1.39**	**$1.59**	**$4.10**	**$4.65**

[(1)] Calculated using the effective tax rate of the period

Capital employed and adjusted return on average capital employed ("adjusted ROCE")

- Capital employed: Total assets, excluding cash and cash equivalents, less current non-interest bearing liabilities
- Average capital employed: 12-month average of the capital employed balance at the beginning of the 12-month period and the quarter-end capital employed balances throughout the remainder of the 12-month period
- Adjusted ROCE: Trailing 12-month ("TTM") adjusted operating income divided by the average capital employed

The Company uses the average capital employed to evaluate and monitor how much it is investing in its business and uses adjusted ROCE as a performance indicator to measure the efficiency of its invested capital.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars)	**As at September 30, 2026**	**As at September 30, 2025**
Average total assets	4,199	4,077
Average cash and cash equivalents	(97)	(53)
Average current liabilities	(370)	(298)
Average current portion of lease liabilities	65	62
Average current portion of long-term debt	97	10
Average capital employed	**3,894**	**3,798**
Adjusted operating income (TTM)	427	476
Adjusted ROCE	**11.0%**	**12.5%**

Net debt and net debt-to-adjusted EBITDA

- Net debt: Sum of long-term debt and lease liabilities (including, in each case, the current portion) less cash and cash equivalents
- Net debt-to-adjusted EBITDA: Net debt divided by TTM adjusted EBITDA

The Company believes these non-GAAP measures are indicators of the financial leverage of the Company.

The following table presents the reconciliation of above non-GAAP financial measures to their most comparable GAAP measures:

(in millions of dollars)	**As at September 30, 2026**	**As at December 31, 2025**
Long-term debt, including current portion	1,265	1,339
Lease liabilities, including current portion	293	303
Cash and cash equivalents	(142)	(44)
Net debt	**1,416**	**1,598**
Adjusted EBITDA (TTM)	584	623
Net debt-to-adjusted EBITDA	**2.4x**	**2.6x**

Foreign Exchange

The table below shows average and closing exchange rates applicable to Stella-Jones' quarters for the years 2026 and 2025. Average rates are used to translate sales and expenses for the periods mentioned, while closing rates translate assets and liabilities of foreign operations and monetary assets and liabilities of the Canadian operations denominated in U.S. dollars.

US$/Can$ rate	2026		2025	
	Average	Closing	Average	Closing
First Quarter	1.37	1.39	1.44	1.44
Second Quarter	1.38	1.42	1.38	1.36
Third Quarter	1.40	1.42	1.38	1.39
Fourth Quarter			1.40	1.37
Fiscal Year			1.40	1.37

- Average rate: The appreciation of the U.S. dollar relative to the Canadian dollar during the third quarter of 2026 compared to the third quarter of 2025 resulted in a positive impact on sales and an unfavourable impact on cost of sales.

- Closing rate: The appreciation of the U.S. dollar relative to the Canadian dollar as at September 30, 2026, compared to December 31, 2025, resulted in a higher value of assets and liabilities denominated in U.S. dollars, when expressed in Canadian dollars.

Operating Results

Sales

Sales for the third quarter of 2026 totaled $979 million, up $21 million from $958 million for the third quarter of last year. Excluding the $33 million contribution from the Brooks acquisition and the currency conversion of $10 million, pressure-treated wood sales decreased by $28 million, or 3%. This decrease was largely attributable to reduced steel structures volumes due to the capacity expansion-related downtime in Candiac, a higher proportion of lower-priced TSO volumes in railway ties, lower pricing in residential lumber and less crane mat sales in industrial products. Wood utility poles volumes were higher, but were largely offset by a less favorable product mix. For logs and lumber, sales increased by $6 million, or 38%, reflecting higher trading volumes.

Sales (in millions of dollars, except percentages)	Utility Products [1]	Railway Ties	Residential Lumber	Industrial Products [2]	**Total Pressure-Treated Wood**	Logs & Lumber	**Consolidated Sales**
Q3 2025	**480**	**211**	**201**	**50**	**942**	**16**	**958**
Acquisition	33	—	—	—	**33**	—	**33**
Foreign exchange	6	3	1	—	**10**	—	**10**
Organic growth [3]	(6)	(6)	(6)	(10)	**(28)**	6	**(22)**
Q3 2026	**513**	**208**	**196**	**40**	**957**	**22**	**979**
Organic growth % [3]	(1%)	(3%)	(3%)	(20%)	**(3%)**	38%	**(2%)**

[1] Utility Products are comprised of wood utility poles, crossarms and steel structures, namely steel lattice towers and steel transmission poles.

[2] Industrial Products are mainly comprised of timbers for railway bridges, crossings and construction, and marine and foundation pilings.

[3] These indicated terms have no standardized meaning under GAAP and are not likely to be comparable to similar measures presented by other issuers. Please refer to the section entitled "Non-GAAP and Other Financial Measures" of this MD&A.

For the nine months ended September 30, 2026, sales totaled $2,812 million, up $47 million from $2,765 million for the same period last year. Excluding the $104 million contribution from the acquisitions of Brooks and Locweld Inc. and the unfavourable currency conversion of $20 million, pressure-treated wood sales decreased by $31 million. The decrease was largely attributable to lower market lumber pricing and softer first-half volumes in residential lumber, reduced railway ties shipments to Class 1 railroad customers and an increased proportion of TSO volumes, which carry lower sales but comparable per-unit profitability and a higher margin percentage, as well as lower project-related activity in industrial products. These headwinds were partially offset by a 5% increase in wood utility pole volumes driven by sustained contract demand, tempered by a less favourable product mix and softer spot market pricing. Logs and lumber sales decreased compared to the prior-year period, due to reduced trading activity.

Sales (in millions of dollars, except percentages)	Utility Products	Railway Ties	Residential Lumber	Industrial Products	**Total Pressure-Treated Wood**	Logs & Lumber	**Consolidated Sales**
Q3 YTD 2025	**1,375**	**659**	**535**	**135**	**2,704**	**61**	**2,765**
Acquisitions	104	—	—	—	**104**	—	**104**
Foreign exchange	(12)	(5)	(1)	(2)	**(20)**	—	**(20)**
Organic growth	25	(13)	(28)	(15)	**(31)**	(6)	**(37)**
Q3 YTD 2026	**1,492**	**641**	**506**	**118**	**2,757**	**55**	**2,812**
Organic growth %	2%	(2%)	(5%)	(11%)	**(1%)**	(10%)	**(1%)**

Utility Products

Utility products sales increased by $33 million, or 7%, to $513 million in the third quarter of 2026, compared to sales of $480 million in the corresponding period last year. Sales growth was driven by the continued strong contribution from the recent acquisition in cross arms alongside solid volume performance in wood utility poles. These gains were partially offset by lower wood utility poles pricing, reflecting an unfavorable product mix shift toward lower-priced Southern Yellow Pine ("SYP") poles, which is largely a function of customer preference and capital allocation decisions, as well as a decrease in steel structures sales. The decrease in steel structures sales reflected the temporary downtime related to the ramp-up of the capacity expansion project at the Candiac facility, which is expected to double capacity by the end of the first quarter of 2027. Utility products sales accounted for 52% of the Company's third-quarter sales in 2026.

For the first nine months of 2026, utility products sales increased by $117 million, or 9%, to $1,492 million, compared to $1,375 million in the same period of 2025. The increase was primarily driven by the contribution from the businesses acquired in 2025 and a 5% increase in wood utility pole volumes, reflecting continued momentum in the Company's contract business. This volume growth was partially offset by lower pricing, stemming from a less favourable sales mix, with a higher weighting of lower-priced SYP poles and lower fire-resistant wrapped poles sales relative to the prior-year period, as well as softer spot market pricing, particularly in the first half of the year. Utility products sales accounted for 53% of the Company's total sales for the first nine months of 2026.

Railway Ties

Railway ties sales were $208 million in the third quarter of 2026, compared to $211 million in the same period last year. The decrease was primarily attributable to lower volumes from Class 1 railway customers, as broader industry dynamics, including reduced capital spending and competitive market conditions, weighed on demand. In addition, the higher proportion of lower-priced TSO volumes, which represented over 10% of Class 1 volumes during the quarter, further reduced Class 1 sales, despite generating a comparable unit profitability profile. These lower Class 1 sales were largely offset by continued healthy demand and strong project activity from non-Class 1 customers. Railway ties sales accounted for 21% of the Company's third-quarter sales in 2026.

For the first nine months of 2026, railway ties sales totaled $641 million, versus $659 million for the corresponding period last year. Excluding the currency conversion effect, sales decreased $13 million, or 2%. The decrease primarily reflected lower volumes from Class 1 railway customers and reduced pricing due to a shift in product mix toward more TSO volumes, partially offset by solid demand from non-Class 1 customers. Railway ties sales accounted for 23% of the Company's total sales for the first nine months of 2026.

Residential Lumber

Residential lumber sales were $196 million in the third quarter of 2026, compared to $201 million in the third quarter of 2025. Sales volumes were consistent with the prior-year period, while pricing was lower. In response to the increase in the market price of lumber and fuel costs, the Company implemented price increases effective late in the third quarter of 2026. Residential lumber sales accounted for 20% of the Company's third-quarter sales in 2026.

For the first nine months of 2026, residential lumber sales totaled $506 million, compared to $535 million for the corresponding period last year. The decrease was primarily driven by the lower average market lumber prices year-to-date relative to the prior-year period and lower volumes, largely resulting from weather-related softness in the first half of the year. Residential lumber sales accounted for 18% of the Company's total sales for the first nine months of 2026.

Industrial Products

Industrial products sales were $40 million in the third quarter of 2026, compared to $50 million in the third quarter of 2025, primarily due to the non-recurrence of a large crane mat order delivered in the same quarter last year. Industrial products sales represented 4% of the Company's third-quarter sales in 2026.

For the first nine months of 2026, industrial products sales totaled $118 million, compared to $135 million in the corresponding period last year. The decrease was largely driven by less project-driven demand, particularly for railway bridge timbers and crane mats. Industrial products sales accounted for 4% of the Company's total sales for the first nine months of 2026.

Logs and Lumber

Sales in the logs and lumber product category were $22 million in the third quarter of 2026, compared to $16 million in the corresponding period last year. As part of its procurement of logs for utility poles and lumber for its residential lumber program, the Company resells logs unsuitable for utility poles as well as excess lumber, with increased activity in both largely driving the quarter-over-quarter increase in sales. Logs and lumber sales represented 3% of the Company's third-quarter sales in 2026.

For the first nine months of 2026, sales in the logs and lumber product category totaled $55 million, down from $61 million for the corresponding period last year. Logs and lumber sales accounted for 2% of the Company's total sales for the first nine months of 2026.

Sales by Geographic Region

Sales in the United States were $702 million, or 72% of sales in the third quarter of 2026, compared to sales of $697 million, or 73% of sales in the corresponding period last year. Sales increased primarily due to the contribution from the Brooks acquisition and the appreciation of the U.S. dollar relative to the Canadian dollar of $10 million. This growth was largely offset by a decrease in steel structures sales during the capacity expansion project and lower project-related activity in industrial products. For the first nine months of 2026, sales in the United States amounted to $2,071 million compared to $2,066 million in the corresponding period last year. The sales for the nine months ended September 30, 2026 included an unfavourable impact of $20 million from the depreciation of the U.S. dollar relative to the Canadian dollar compared to the same period in 2025.

Sales in Canada increased to $277 million, or 28% of sales in the third quarter of 2026, compared to sales of $261 million or 27% of sales in the third quarter last year. The increase was primarily driven by higher wood utility poles sales, partially offset by lower realized pricing in residential lumber. For the first nine months of 2026, sales in Canada stood at $741 million, up from $699 million in the corresponding period last year.

Cost of Sales

Cost of sales, including depreciation of property, plant and equipment, right-of-use assets as well as amortization of intangible assets, was $811 million, or 82.8% of sales in the third quarter of 2026, compared to $770 million, or 80.4% of sales, in the corresponding period last year. The increase on an absolute basis primarily reflected the inclusion of Brooks, acquired in 2025, as well as higher market lumber costs in residential lumber and higher fuel costs, which were not fully recovered through pricing during the quarter. This timing lag contributed to the increase in cost of sales as a percentage of sales.

Total depreciation and amortization was $45 million in the third quarter of 2026, with $39 million recorded as cost of sales, compared to $36 million in the corresponding period last year, with $32 million recorded as cost of sales. The increase was primarily driven by five million in accelerated depreciation associated with the retirement of idled assets, as well as the incremental depreciation from capital investments completed in 2025.

For the first nine months of 2026, cost of sales, including depreciation of property, plant and equipment, right-of-use assets as well as amortization of intangible assets, was $2,303 million, or 81.9% of sales, compared to $2,203 million, or 79.7% of sales, in the same period of 2025. The increase was primarily attributable to incremental cost of sales from the 2025 acquisitions and a net increase in sales volumes, led by volume growth in wood utility poles. Cost of sales was further impacted by higher site-specific expenses, increased fuel costs, as well as the non-recurrence of a $10 million insurance recovery recognized in the prior-year period, which provided a one-time benefit to 2025 earnings. These cost pressures were partially offset by lower market lumber costs in residential lumber on a year-to-date basis, as well as the favourable foreign exchange translation impact from the depreciation of the U.S. dollar relative to the Canadian dollar, compared to the same period last year.

Total depreciation and amortization was $124 million in the first nine months of 2026, with $107 million recorded as cost of sales, compared to $106 million in 2025, with $95 million recorded as cost of sales.

Gross Profit

Gross profit was $168 million, or 17.2% of sales, in the third quarter of 2026, compared to $188 million, or 19.6% of sales in the corresponding period last year. The decrease in gross profit and gross profit margin primarily reflected a less favourable product mix shift in wood utility poles toward a greater proportion of lower-priced SYP poles, as well as higher input costs, notably a fuel cost increase of approximately $10 million, and higher market lumber costs in residential lumber, where pricing adjustments lagged the increase in costs during the quarter. These factors were partially offset by the incremental earnings contributed by the Brooks acquisition and the volume growth in wood utility poles.

For the first nine months of 2026, gross profit amounted to $509 million, or 18.1% of sales, compared to $562 million, or 20.3%, in the same period last year. The lower gross profit and gross profit margin primarily stemmed from input cost pressures and a contractual pass-through lag, as well as softer spot market pricing and an unfavorable product mix in wood utility poles relative to 2025. Gross profit was also impacted by the non-recurrence of a $10 million insurance recovery recorded in 2025. These headwinds were partially offset by the solid volume growth of 5% in wood utility poles and the incremental contribution from the 2025 acquisitions.

Selling and Administrative

Selling and administrative expenses for the third quarter of 2026 were $53 million, compared to $51 million in the corresponding period last year, including depreciation and amortization of six million dollars in the third quarter of 2026 and four million dollars in the corresponding period last year. Excluding depreciation and amortization, selling and administrative expenses were unchanged at $47 million. As a percentage of sales, selling and administrative expense, excluding depreciation and amortization, represented 4.8% of sales in the third quarter of 2026 compared to 4.9% in the corresponding period last year.

Selling and administrative expenses for the first nine months of 2026 were $172 million, compared to $156 million in the corresponding period last year, including depreciation and amortization of $17 million in 2026 and $11 million in 2025. As a percentage of sales, selling and administrative expenses, excluding depreciation and amortization, represented 5.5% in 2026 compared to 5.2% in 2025, primarily driven by higher compensation expense.

Impairment of Assets and Restructuring Costs

During the third quarter of 2026, the Company recorded total impairment of assets and restructuring costs of $32 million. These charges included $24 million associated with network optimization initiatives in wood utility poles, comprising $13 million in non-cash property, plant and equipment impairments and $11 million in site remediation and closure costs. These actions are designed to consolidate production into single-product facilities as well as to optimize the peeling and treating network to fully capitalize on recent capital investments. The Company also recorded two million in additional closure-related costs tied to the railway ties optimization actions initiated in the second quarter, and six million in non-cash asset impairment charges, primarily reflecting the derecognition of a treating cylinder damaged in a fire incident, net of anticipated recoveries.

For the nine months ended September 30, 2026, total impairment of assets and restructuring costs amounted to $64 million, mainly reflecting the Company's continuous improvement and footprint optimization programs across both the railway ties and wood utility poles networks. These charges included $43 million of non-cash impairments of property, plant and equipment, and $21 million of closure and other network optimization costs, including site clean-up activities and employee termination benefits.

Gain on Insurance Settlement

During 2025, the Company settled a claim with its insurer related to a fire event in 2023 at its Silver Springs, Nevada manufacturing facility for total proceeds, net of the deductible, of $53 million (US$37.5 million).

As a result of the settlement, in the first quarter of 2025 the Company recorded an insurance recovery for business interruption insurance losses of $10 million (US$7 million) as a reduction to "Cost of sales" and a gain on the property damage claim of $28 million (US$19.5 million) as "Gain on insurance settlement". The remainder of the insurance settlement, $15 million (US$11 million), was used to reimburse the Company for the book value of damaged property, plant and equipment as well as clean-up and site remediation costs.

Other Losses (Gains), Net

In the third quarter of 2026, the Company incurred incremental operating expenses of less than one million dollars related to a portion of the Company's Brierfield, Alabama, manufacturing operation that was damaged by fire in the third quarter of 2025. For the nine months ended September 30, 2026, the Company incurred nine million dollars of incremental operating expenses and site clean-up costs related to this event, with corresponding insurance recoveries recognized in other losses (gains), net, in the condensed interim consolidated statement of income. The related insurance recoverable asset, net of any advances received, was recorded in accounts receivable. Any gain arising from insurance proceeds in excess of the net book value of the affected assets will be recognized in income as an insurance settlement gain upon final settlement of the claim.

Financial Expenses

For the third quarter of 2026, financial expenses amounted to $15 million, down from $18 million in the corresponding period last year mostly attributable to the lower average borrowing cost.

For the first nine months of 2026, financial expenses decreased to $46 million from $52 million in the same period last year due to the lower average borrowing cost and debt level.

Income Before Income Taxes and Income Tax Expense

Income before income taxes was $67 million in the third quarter of 2026, compared to $117 million in the corresponding period last year. The provision for income taxes totaled $16 million in the third quarter of 2026, compared to $29 million in the corresponding period last year, representing an effective tax rate of approximately 24% for the third quarter of 2026 and 2025.

For the nine-month period ended September 30, 2026, income before income taxes was $228 million, compared to $381 million in the corresponding period last year. The provision for income taxes totaled $56 million for the first nine months of 2026, compared to $94 million in the same period last year, representing an effective tax rate of approximately 25% in the first nine months of 2026 and 2025.

Net Income

Net income for the third quarter of 2026 was $51 million, or $0.93 per share, versus net income of $88 million, or $1.59 per share, in the corresponding period of 2025. On an adjusted basis, net income was $76 million, or $1.39 per share, compared to $88 million, or $1.59 per share, in the third quarter of 2025.

For the first nine months of 2026, net income totaled $172 million, or $3.15 per share, compared to net income of $287 million, or $5.17 per share, in the same period last year. On an adjusted basis, net income was $224 million, or $4.10 per share, compared to $258 million, or $4.65 per share, in the first nine months of 2025.

Quarterly Results

The Company's sales follow a seasonal pattern, with utility products, railway ties, and industrial products shipments stronger in the second and third quarters to provide industrial end users with products for their summer maintenance projects. Residential lumber sales also follow a similar seasonal pattern. In the fall and winter seasons, there tends to be lower activity; as a result, the first and fourth quarters are typically characterized by relatively lower sales. The table below sets forth selected financial information for the Company's last eleven quarters:

2026

For the quarters ended (in millions of dollars, except EPS)	**March 31**	**June 30**	**Sept. 30**	**Dec. 31**	**Total**
Sales	791	1,042	979		
Operating income	97	95	82		
Adjusted EBITDA	136	167	159		
Net income	60	61	51		
EPS – basic	1.10	1.12	0.93		
Adjusted EPS – basic	1.12	1.59	1.39		

2025

For the quarters ended (in millions of dollars, except EPS)	**March 31**	**June 30**	**Sept. 30**	**Dec. 31**	**Total**
Sales	773	1,034	958	727	3,492
Operating income	143	155	135	83	516
Adjusted EBITDA	141	189	171	122	623
Net income	93	106	88	50	337
EPS – basic [(1)]	1.67	1.91	1.59	0.91	6.09
Adjusted EPS – basic [(1)]	1.15	1.91	1.59	0.91	5.56

[(1)] Quarterly EPS may not add to year-to-date EPS due to rounding

2024

For the quarters ended (in millions of dollars, except EPS)	**March 31**	**June 30**	**Sept. 30**	**Dec. 31**	**Total**
Sales	775	1,049	915	730	3,469
Operating income	124	168	130	81	503
Adjusted EBITDA	156	200	162	115	633
Net income	77	110	80	52	319
EPS – basic [(1)]	1.36	1.94	1.42	0.93	5.66
Adjusted EPS – basic [(1)]	1.36	1.94	1.42	0.93	5.66

[(1)] Quarterly EPS may not add to year-to-date EPS due to rounding

Statement of Financial Position

As a majority of the Company's assets and liabilities are denominated in U.S. dollars, exchange rate variations may significantly affect their value. The appreciation of the value of the U.S. dollar relative to the Canadian dollar as at September 30, 2026, compared to December 31, 2025 (see "Foreign Exchange section"), resulted in a higher value of assets and liabilities denominated in U.S. dollars, when expressed in Canadian dollars.

Assets

As at September 30, 2026, total assets stood at $4,257 million versus $4,117 million as at December 31, 2025. The increase in total assets largely resulted from the increase in current assets, including cash and cash equivalents, and the currency translation effect on U.S. dollar denominated assets. Note that the following table provides information on assets using select line items from the condensed interim consolidated statements of financial position.

Assets (in millions of dollars)	**As at September 30, 2026**	**As at December 31, 2025**	**Variance**
Cash and cash equivalents	142	44	98
Accounts receivable	429	262	167
Inventories	1,499	1,653	(154)
Other	70	60	10
Total current assets	**2,140**	**2,019**	**121**
Property, plant and equipment	1,136	1,116	20
Right-of-use assets	280	288	(8)
Intangible assets	230	243	(13)
Goodwill	448	434	14
Other	23	17	6
Total non-current assets	**2,117**	**2,098**	**19**
Total assets	**4,257**	**4,117**	**140**

Accounts receivable were $429 million as at September 30, 2026, compared to $262 million as at December 31, 2025. The increase was largely attributable to normal seasonal demand compared to the fourth quarter of 2025, as well as the recognition of an insurance receivable, net of advances. In the normal course of business, the Company has entered into facilities with certain financial institutions whereby it can sell, without credit recourse, eligible trade receivables to the concerned financial institutions. Accounts receivable are net of the trade receivables sold during the period.

Inventories stood at $1,499 million as at September 30, 2026, down from $1,653 million as at December 31, 2025. The reduction in inventories primarily reflected the seasonal increase in sales and a shift toward more treating service-volumes for railway ties, partly offset by the impact of currency translation on U.S. dollar-denominated inventories of approximately $35 million.

Given the long periods required to air-season wood utility products, railway ties and certain industrial products, which can occasionally exceed nine months before a sale is concluded, inventories are a significant component of working capital and the turnover is relatively low. In addition, significant raw material and finished goods inventory are required at certain times of the year to support the residential lumber product category. The Company maintains solid relationships and enters into long-term contracts with customers to better ascertain inventory requirements. Management continuously monitors the levels of inventory and market demand for its products. Production is adjusted accordingly to optimize efficiency and capacity utilization.

Property, plant and equipment stood at $1,136 million as at September 30, 2026, compared with $1,116 million as at December 31, 2025. The increase reflected the additions of property, plant and equipment of $81 million during the first nine months of 2026, the effect of currency translation of U.S. dollar-denominated property, plant and equipment of $28 million, and the reclassification of $7 million in equipment deposits from other current assets to property, plant and equipment, partially offset by the depreciation expense of $49 million for the period and the impairment of assets of $43 million, largely related to the Company's network optimization actions.

Right-of-use assets totaled $280 million as at September 30, 2026, compared to $288 million as at December 31, 2025. The decrease reflected depreciation expense of $53 million for the period, offset in part by additions of new leases of $36 million, largely rolling stock.

Intangible assets and goodwill totaled $230 million and $448 million, respectively, as at September 30, 2026. Intangible assets consist mainly of customer relationships, a creosote registration and software costs. As at December 31, 2025, intangible assets and goodwill were $243 million and $434 million, respectively. The decrease in intangible assets was primarily attributable to the amortization expense of $22 million for the period, offset in part by additions of $6 million. The increase in goodwill was due to the effect of currency translation on U.S. based goodwill.

Liabilities

As at September 30, 2026, Stella-Jones' total liabilities stood at $2,041 million, down from $2,078 million as at December 31, 2025. The decrease in total liabilities largely reflected the decrease in the long-term debt, offset in part by the currency translation effect on U.S. dollar denominated liabilities. Note that the following table provides information on liabilities using select line items from the condensed interim consolidated statements of financial position.

Liabilities (in millions of dollars)	**As at September 30, 2026**	**As at December 31, 2025**	**Variance**
Accounts payable and accrued liabilities	175	153	22
Income taxes payable	15	—	15
Current portion of long-term debt	142	37	105
Current portion of lease liabilities	68	63	5
Other	40	20	20
Total current liabilities	**440**	**273**	**167**
Long-term debt	1,123	1,302	(179)
Lease liabilities	225	240	(15)
Deferred income taxes	207	218	(11)
Other	46	45	1
Total non-current liabilities	**1,601**	**1,805**	**(204)**
Total liabilities	**2,041**	**2,078**	**(37)**

Long-Term Debt

The Company's long-term debt, including the current portion, was $1,265 million as at September 30, 2026, compared to $1,339 million as at December 31, 2025. This decrease primarily reflected $98 million in debt repayments during the period, offset in part by a foreign exchange translation impact of $24 million resulting from the appreciation of the U.S. dollar relative to the Canadian dollar on the Company's U.S.-dollar-denominated debt. Long-term debt, net of cash and cash equivalents, decreased to $1,123 million from $1,295 million as at December 31, 2025, despite a foreign exchange-related increase in debt of $24 million.

The increase in the current portion of long-term debt reflected the reclassification of the unsecured senior notes of US$75 million maturing in January 2027.

Long-Term Debt (in millions of dollars)	**As at September 30, 2026**	**As at December 31, 2025**
Unsecured revolving credit facilities	359	427
Unsecured term loan facilities	400	408
Unsecured senior notes	507	503
Other	(1)	1
Total Long-Term Debt	**1,265**	**1,339**

During the quarter ended September 30, 2026, the Company further amended and restated its syndicated credit agreement and its U.S. Farm Credit Agreement to, among other things, extend the maturity date of the revolving credit facilities by five years to 2031, and amend the net funded debt-to-EBITDA ratio covenant from a maximum of 3.75:1.00 to a maximum of 4.00:1.00, measured on a quarterly basis. The Company's private placement senior notes with certain U.S. investors maturing in January 2027 remain subject to a more restrictive net funded debt-to-EBITDA ratio covenant of a maximum of 3.75:1.00.

As at September 30, 2026, the Company's net debt-to-adjusted EBITDA stood at 2.4x and the Company was in compliance with its debt covenants, reporting requirements and financial ratios.

Shareholders' Equity

Shareholders' equity stood at $2,216 million as at September 30, 2026, compared to $2,039 million as at December 31, 2025.

Shareholders' Equity (in millions of dollars)	**As at September 30, 2026**	**As at December 31, 2025**	**Variance**
Capital stock	190	187	3
Contributed surplus	8	5	3
Retained earnings	1,782	1,681	101
Accumulated other comprehensive income	236	166	70
Total shareholders' equity	**2,216**	**2,039**	**177**

The increase in shareholders' equity as at September 30, 2026 was attributable to net income of $172 million and a $70 million increase in accumulated other comprehensive income, mainly related to the currency translation of foreign operations, partially offset by $15 million of share repurchases and $56 million of dividends.

On November 4, 2025, the TSX accepted the Company's Notice of Intention to Make a Normal Course Issuer Bid ("NCIB") to purchase for cancellation up to 1,500,000 common shares during the 12-month period from November 14, 2025 to November 13, 2026, representing approximately 2.7% of the common shares outstanding as of such date.

During the three-month period ended September 30, 2026, no common shares were repurchased for cancellation under the Company's NCIB. During the nine-month period ended September 30, 2026, 160,983 of the Company's common shares were repurchased for cancellation in consideration of $15 million. Since the beginning of the NCIB on November 14, 2025, the Company repurchased a total of 278,131 common shares for cancellation in consideration of $25 million.

Liquidity and Capital Resources

The following table sets forth summarized cash flow components for the periods indicated:

Summary of cash flows (in millions of dollars)	**Three-month periods ended September 30,**		**Nine-month periods ended September 30,**	
	2026	**2025**	**2026**	**2025**
Operating activities	158	198	397	406
Financing activities	(118)	(164)	(221)	(283)
Investing activities	(36)	(30)	(87)	(104)
Net change in cash and cash equivalents during the period	4	4	89	19
January 1, 2026 opening balance prior to restatement for amendments to IFRS 9	—	—	44	—
Adjustment on adoption for 2025 outstanding cheques on January 1, 2026	—	—	9	—
Cash and cash equivalents - Beginning of period	138	65	53	50
Cash and cash equivalents - End of period	**142**	**69**	**142**	**69**

The Company believes that its cash flow from operations and available credit facilities are adequate to finance its business plans, meet its working capital requirements and maintain its assets. As at September 30, 2026, the Company had $836 million of available liquidity, including $694 million (US$489 million) available under its revolving credit facilities.

Cash flows from operating activities

Cash flows from operating activities amounted to $158 million in the third quarter of 2026, compared to $198 million in the same period in 2025. The decrease was mainly due to lower profitability net of non-cash items and unfavourable non-cash working capital movements, partially offset by lower income taxes paid. Cash flows from operating activities before changes in non-cash working capital components and interest and income taxes paid was $154 million in the third quarter of 2026, compared to $171 million in the corresponding period in 2025. Changes in non-cash working capital components increased operating cash flows by $36 million in the third quarter of 2026, mainly as a result of the decrease in inventories, particularly for railway ties.

Cash flows from operating activities amounted to $397 million in the first nine months of 2026, compared to $406 million in the same period in 2025. The decrease primarily reflected lower profitability net of non-cash items, offset in part by favourable non-cash working capital movements and lower taxes paid. Cash flows from operating activities before changes in non-cash working capital components and interest and income taxes paid was $449 million in the first nine months of 2026, compared to $501 million in the corresponding period in 2025. Changes in non-cash working capital components increased operating cash flows by $56 million in the first nine months of 2026, mainly due to lower inventories, partly offset by an increase in accounts receivable following seasonally stronger sales in the second and third quarters.

The following table provides information on cash flows from operating activities from the condensed interim consolidated statements of cash flows.

Cash flows from operating activities (in millions of dollars)	**Three-month periods ended September 30,**		**Nine-month periods ended September 30,**	
	2026	**2025**	**2026**	**2025**
Net income	51	88	172	287
Depreciation and amortization	45	36	124	106
Stock-based compensation	—	2	(5)	4
Financial expenses	15	18	46	52
Income tax expense	16	29	56	94
Impairment of assets and restructuring costs	30	—	60	—
Gain on insurance settlement	—	—	—	(28)
Other	(3)	(2)	(4)	(14)
Cash flows from operating activities before changes in non-cash working capital components and interest and income taxes paid	**154**	**171**	**449**	**501**
Accounts receivable	(16)	14	(155)	(111)
Inventories	51	71	190	172
Income taxes receivable	2	—	2	—
Other current assets	(10)	(1)	(19)	(5)
Accounts payable and accrued liabilities	9	(4)	24	(15)
Deferred revenue	—	—	14	—
Changes in non-cash working capital components	**36**	**80**	**56**	**41**
Interest paid	(20)	(23)	(52)	(57)
Income taxes paid	(12)	(30)	(56)	(79)
Cash flows from operating activities	**158**	**198**	**397**	**406**

Cash flows used in financing activities

Financing activities for the third quarter of 2026 decreased cash flow by $118 million. During the quarter ended September 30, 2026, the Company decreased net borrowings under its revolving credit facilities by $74 million and repaid term loans of seven million dollars (US$5 million) under the U.S. Farm Credit Facilities. In addition, the Company repaid lease liabilities of $20 million and paid dividends of $19 million. In the third quarter of 2025, financing activities decreased cash by $164 million, primarily attributable to the decrease of net borrowings under its revolving credit facilities of $64 million, the repayment of term loans of $48 million (US$35 million) under the U.S. Farm Credit Facilities. In addition, the Company repaid lease liabilities of $16 million, paid dividends of $17 million and repurchased shares totaling $20 million.

For the first nine months of 2026, financing activities decreased cash flow by $221 million, compared to a decrease of $283 million for the same period in 2025.

The following table provides information on cash flows used in financing activities from the condensed interim consolidated statements of cash flows.

Cash flows used in financing activities (in millions of dollars)	**Three-month periods ended September 30,**		**Nine-month periods ended September 30,**	
	2026	**2025**	**2026**	**2025**
Net change in revolving credit facilities	(74)	(64)	(74)	14
Repayment of long-term debt	(7)	(48)	(24)	(143)
Repayment of lease liabilities	(20)	(16)	(54)	(49)
Dividends on common shares	(19)	(17)	(56)	(51)
Repurchase of common shares	—	(20)	(15)	(55)
Other	2	1	2	1
Cash flows used in financing activities	**(118)**	**(164)**	**(221)**	**(283)**

Cash flows used in investing activities

Investing activities used $36 million of cash flows in the third quarter of 2026, mainly explained by the purchase of property, plant and equipment. In the third quarter of 2025, investing activities totaled $30 million and primarily consisted of property, plant and equipment and the payment of deferred consideration related to the acquisition of Locweld Inc.

For the first nine months of 2026, the Company invested $87 million, mainly explained by the purchase of property, plant and equipment. In 2025, investing activities totaled $104 million and primarily consisted of the acquisition of Locweld Inc. and the purchase of property, plant and equipment, net of insurance proceeds.

The following table provides information on cash flows used in investing activities from the condensed interim consolidated statements of cash flows.

Cash flows used in investing activities (in millions of dollars)	**Three-month periods ended September 30,**		**Nine-month periods ended September 30,**	
	2026	**2025**	**2026**	**2025**
Acquisition of other investments	—	—	(4)	—
Business combinations	—	(10)	(1)	(58)
Purchase of property, plant and equipment	(35)	(19)	(81)	(73)
Property insurance proceeds	—	—	2	26
Additions of intangible assets	(3)	(2)	(6)	(6)
Proceeds on disposal of assets	2	1	3	7
Cash flows used in investing activities	**(36)**	**(30)**	**(87)**	**(104)**

Share Information

As at September 30, 2026, the capital stock issued and outstanding of the Company consisted of 54,581,214 common shares (54,697,214 as at December 31, 2025).

The following table presents the outstanding share capital activity for the three- and nine-month periods ended September 30, 2026:

Number of shares	Three-month period ended September 30, 2026	Nine-month period ended September 30, 2026
Balance - Beginning of period	54,567,627	54,697,214
Common shares repurchased	—	(160,983)
Common shares issued under treasury share unit plan	—	13,713
Employee share purchase plans	13,587	31,270
Balance - End of period	**54,581,214**	**54,581,214**

As at November 2, 2026, the issued and outstanding share capital of the Company consisted of 54,581,214 common shares.

Commitments and Contingencies

The commitments and contingencies susceptible to affect the Company in the future remain substantially unchanged from those included in the Company's annual MD&A contained in its 2025 Annual Report.

Subsequent Events

a) On November 3, 2026, the Board of Directors declared a quarterly dividend of $0.34 per common share payable on December 18, 2026 to shareholders of record at the close of business on December 1, 2026. This dividend is designated to be an eligible dividend.

b) On November 3, 2026, the TSX accepted the Company's Notice of Intention to Make a NCIB to purchase for cancellation up to 1,500,000 common shares during the 12-month period from November 14, 2026 to November 13, 2027, representing approximately 2.7% of the common shares outstanding as of such date.

Risks and Uncertainties

The risks and uncertainties affecting the Company in the future remain substantially unchanged from those included in the Company's annual MD&A contained in its 2025 Annual Report.

Material Accounting Policies and Critical Accounting Estimates

The Company's material accounting policies and critical accounting estimates and judgments are respectively described in Note 2 and in Note 3 to the December 31, 2025 and 2024 audited consolidated financial statements.

The Company prepares its condensed interim consolidated financial statements in accordance with IFRS Accounting Standards.

The preparation of condensed interim consolidated financial statements in conformity with IFRS Accounting Standards requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant items subject to estimates and assumptions include estimated useful life of assets, recoverability of long-lived assets and goodwill and determination of the fair value of the assets acquired and liabilities assumed in the context of an acquisition. Management also makes estimates and assumptions in the context of business combination mainly with sales forecast, margin forecast and discount rate. It is possible that actual results could differ from those estimates, and such differences could be material. Estimates are reviewed periodically and, as

adjustments become necessary, they are reported in the condensed interim consolidated statement of income in the period in which they become known.

Changes in accounting policy

Effective January 1, 2026, the Company adopted the Amendments to the Classification and Measurement of Financial Instruments, which amended IFRS 9 and IFRS 7. These amendments clarify when a financial asset or a financial liability is recognized and derecognized and introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date. The amendments also clarify the classification of financial assets with environmental, social and governance ("ESG")-linked features, non-recourse loans and contractually linked instruments, and introduce disclosure requirements for financial instruments with contingent features and equity instruments classified at fair value through other comprehensive income.

As a result of these amendments, the Company has changed its accounting policy regarding the derecognition of trade payables settled by physical printed cheques. Previously, trade payables settled by cheque were derecognized at the date the cheques were issued. Under the revised policy, consistent with the clarifications provided by the amendments, such liabilities are now derecognized on the date the cheques are cleared by the bank. In addition, the Company has elected to derecognize financial liabilities settled through electronic payments prior to the settlement date when the Company loses practical ability to cancel such payments.

The amendments apply retrospectively; however, the Company was not required to restate prior periods to reflect their application under the transitional provisions. The adoption of these amendments did not have a material impact on the Company's condensed interim consolidated financial statements.

Accounting Standard Announced but not yet Adopted

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The Company does not anticipate any material impact of the new standard on its annual and condensed interim consolidated financial statements.

Disclosure Controls and Procedures

The Company maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, accurate, reliable and timely. The disclosure controls and procedures ("DC&P") are designed to provide reasonable assurance that information required to be disclosed in the annual filings, interim filings or other reports filed under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed is accumulated and communicated to Management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure.

The President and Chief Executive Officer and the Senior Vice-President and Chief Financial Officer of the Company have evaluated, or caused the evaluation of, under their direct supervision, the design effectiveness of the Company's DC&P (as defined in Regulation 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings) as at September 30, 2026 and have concluded that such DC&P were designed effectively.

Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards.

Management has evaluated the design effectiveness of its ICFR as defined in Regulation 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings. The evaluation was based on the criteria established in the "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). This evaluation was performed by the President and Chief Executive Officer and the Senior Vice-President and Chief Financial Officer of the Company with the assistance of other Company Management and staff to the extent deemed necessary. Based on this evaluation, the President and Chief Executive Officer and the Senior Vice-President and Chief Financial Officer concluded that the ICFR were effectively designed, as at September 30, 2026.

Management does recognize that any controls and procedures, no matter how well designed, can only provide reasonable assurance and not absolute assurance of achieving the desired control objectives.

Changes in Internal Control Over Financial Reporting

There were no changes made to the design of ICFR during the period from July 1, 2026 to September 30, 2026 that have materially affected or are reasonably likely to materially affect the Company's ICFR.

November 3, 2026